

No: 23 /TM-HDQT

Thai Nguyen, May 14, 2026

**MEETING INVITATION**  
**Annual General Meeting of Shareholders 2026**  
**Thai Trung Rooling Joint Stock Company**

To: Shareholders of Thai Trung Rooling Joint Stock Company,

The Board of Directors of Thai Trung Rooling Joint Stock Company respectfully invites Shareholders to attend the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company, specifically as follows:

**1. Meeting time: on June 9, 2026.**

- Register for shareholders to attend the meeting, distribute documents and voting cards: from **7:30 a.m.** to **8:30 a.m.**
- Opening of the General Meeting at **8:30.**

**2. Meeting Venue:** Company Office, Civil Group 13, Gia Sang Ward, Thai Nguyen Province.

**3. Participants:**

a) Shareholders listed as owning shares in Thai Trung Rooling Joint Stock Company as of the final registration date, **May 5, 2026** exercise the right to attend the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company provided by Vietnam Securities Depository and Clearing Corporation.

b) Members of the Company's Board of Directors, the Company's Board of Supervisors, the Company's Board of General Directors and invited delegates,

**4. Main content of the Meeting:**

Discuss and approve the following contents:

- Report on the Board of Directors' activities in 2025; Directions and tasks in 2026;
- Report of the Board of Supervisors on activities in 2025; Operation plan in 2026;
- Submission of the Board of Directors on the dismissal of members of the Board of Directors for the 2023-2028 term;
- Submission of the Board of Directors on the additional election of members of the Board of Directors for the 2023-2028 term;
- Submission of the Board of Directors on approving of the audited financial statements for the accounting period from January 1, 2025 to December 31, 2025; Distribution of profits and dividends for 2025; Plan for distribution of profits and dividends for 2026;
- Submission of the Board of Directors on approving of the 2026 business production plan;
- Submission of the Board of Directors on approving the policy of signing contracts and transactions between Thai Trung Rooling Joint Stock Company and Thai Nguyen Iron and Steel Joint Stock Company in 2026.



- Submission of the Board of Directors of the Company on the report on salary and remuneration for members of the Board of Directors, Board of Supervisors, Board of General Directors and Chief Accountant of the Company in 2025; Plan for 2026;

- Submission of the Company's Board of Supervisors on the selection of an auditing company to audit and review the Company's 2026 financial statements;

- Submission of the Board of Directors on the amendment of business lines and the revision of the Company's Charter;

- Other issues under the authority of the General Meeting of Shareholders.

**5. Meeting documents:** To view meeting documents and details of the General Meeting, Shareholders can visit the Company's website [www.ttr.com.vn](http://www.ttr.com.vn).

**6. Registration/confirmation of attendance at the Meeting:**

a) To facilitate the organization of the General Meeting, Shareholders attending the General Meeting are requested to confirm their attendance at the General Meeting (according to the Company's Meeting Confirmation Form). The Organizing Committee respectfully requests that Shareholders may authorize (according to the Company's Power of Attorney) another person to attend the meeting or may send voting opinions (the voting form is posted on [www.ttr.com.vn](http://www.ttr.com.vn)) to the Organizing Committee of the General Meeting at least 01 day before the General Meeting.

- Shareholders register to attend the General Meeting in the following ways:

+ Register directly or send by post to the address: Secretary - Thai Trung Rooling Joint Stock Company; Civil Group 13, Gia Sang Ward, Thai Nguyen Province.

+ Send via email to: [thukythaitrung@gmail.com](mailto:thukythaitrung@gmail.com)

- Registration deadline: from now until 3:00p.m on June 8, 2026.

b) Shareholders/authorized representatives of shareholders attending the General Meeting, please bring the Meeting Invitation, valid ID card/Citizen ID card/Passport for verification and registration of attendance at the General Meeting; in case of registration and confirmation of attendance via email, please bring the original Meeting Confirmation and Power of Attorney (if any).

It is our great pleasure to welcome you, Shareholders, to the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company.

**Attached documents:**

- Meeting Confirmation of Attendance at the 2026 Annual General Meeting of Shareholders;
- Power of Attorney form;

**Recipients:**

- As above;
- BOD's members; BOS;
- Board of General Directors; Chief Accountant;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office, Company Secretary.

O/B. BOARD OF DIRECTORS  
CHAIRMAN  
CÔNG TY  
CỔ PHẦN  
CÁN THIỆP  
THAI TRUNG  
PHƯƠNG GIA SANG - T. THAI NGUYEN  
Hoàng Danh Sơn



**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., date..... month.....year 2026

**CONFIRMATION OF ATTENDANCE**  
**2026 Annual General Meeting of Shareholders**  
**Thai Trung Rooling Joint Stock Company**

Dear: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,

Pursuant to the Regulations on organizing the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company issued together with Decision No. 10/QD-HDQT dated May 11, 2026 by the Board of Directors of Thai Trung Rooling Joint Stock Company.

Full name: .....  
ID Card/Passport No.: .....; Date of issue: ...../...../.....;  
Place of issue: .....  
Address: .....  
Telephone: ..... Fax: .....  
Being the owner of: ..... shares; (In words: .....  
.....) (par value of 10,000 VND/share) of Thai  
Trung Rooling Joint Stock Company.

Additionally, I have been authorized by: ..... other shareholders of Thai Trung Rooling Joint Stock Company to represent them at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company, with a total number of authorized shares of ..... (In words: .....) shares (Power of Attorney forms attached).

By this document, I hereby confirm my registration to attend the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company with the total number of voting shares at the 2026 Annual General Meeting of Shareholders being: ..... shares./.

**Attachments:**

Power of Attorney for AGM attendance (if any);

**REGISTRANT**

*(Signature and full name)*

**THE SOCIALIST REPUBLIC OF VIETNAM**  
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....., date..... month.....year 2026

**POWER OF ATTORNEY**  
**To Attend the 2026 Annual General Meeting of Shareholders**  
**Thai Trung Rooling JSC**

Dear: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company

**1. The Authorizer (Party A):**

Shareholder's name: .....  
ID Card/Passport No.: .....; Date of issue: ...../...../.....;  
Place of issue: .....  
Address: .....  
Telephone: ..... Fax: .....  
Number of shares owned at Thai Trung Rooling JSC: ..... shares; (In words: ..... shares).

**2. The Authorized Representative (Party B):**

Full name: .....  
ID Card/Passport No.: .....; Date of issue: ...../...../.....;  
Place of issue: .....  
Address: .....  
Telephone: ..... Fax: .....  
Number of authorized shares: ..... shares;  
(In words: ..... shares).

**3. Scope of Authorization:**

Party A authorizes Party B to perform the following specific tasks:

- a) To attend the 2026 Annual General Meeting of Shareholders (AGM);
- b) To exercise the rights to speak and vote according to Party A's instructions on all matters at the 2026 AGM with the ..... shares owned by Party A at Thai Trung Rooling JSC.

**4. Term of Authorization:**

This Power of Attorney is only valid during the course of the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling JSC.

**5. Obligations of the Parties:**

- a) Party A is obliged to provide the necessary information and documents for Party B to perform the authorized tasks;
- b) Party B is obliged to properly perform the tasks authorized by Party A. If exceeding the scope of authorization, Party B shall be fully responsible for any arising damages;
- c) Party B is obliged to promptly notify Party A of issues arising at the meeting so that Party A can provide voting instructions. In the absence of feedback from Party A, Party B may vote at their own discretion on such matters without Party A's consent.
- d) Party B is not allowed to sub-authorize any third party to perform the tasks that Party A has authorized Party B to perform./.

**THE AUTHORIZED  
REPRESENTATIVE**  
(Signature and full name)

**THE AUTHORIZER**  
(Signature and full name)



THAI NGUYEN IRON AND STEEL  
JOINT STOCK COMPANY  
**THAI TRUNG ROOLING**  
**JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

No: *10* /QD-HDQT

Thai Nguyen, May 11, 2026

**DECISION**

**On the issuance of The Regulations on the Organization of the 2026  
Annual General Meeting Of Shareholders Thai Trung Rooling Joint Stock Company**

**THE BOARD OF DIRECTORS OF THAI TRUNG ROOLING JOINT STOCK  
COMPANY**

*Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to the Charter on the organization and operation of Thai Trung Rooling Joint Stock Company, as amended and supplemented, which was approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the internal corporate governance regulations of Thai Trung Rooling Joint Stock Company issued under Decision No. 39/QD-HDQT dated June 24, 2021, by the Board of Directors;*

*Pursuant to the Regulations on the operation of the Board of Directors of Thai Trung Rooling Joint Stock Company issued under Decision No. 40/QD-HDQT dated June 24, 2021, by the Board of Directors;*

*Pursuant to Resolution No.09/NQ-HDQT dated May11, 2026 of the Board of Directors of Thai Trung Rooling Joint Stock Company;*

**DECISIONS**

**Article 1.** Enclosed with this decision is the "Regulation on the Organization of the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company."

**Article 2.** This decision takes effect from the date of signing.

**Article 3.** Members of the Board of Directors, the Board of Management, the Chief Accountant, Heads of Departments, and shareholders of Thai Trung Rooling Joint Stock Company are responsible for implementing this decision.

**Recipients:**

- Members of the Board of Directors (BOD) and Board of Supervisors (BOS);
- General Director;
- Deputy General Directors; Chief Accountant;
- As stated in Article 3;
- Save: Office, Company Secretary. *✍*

**O/B THE BOARD OF DIRECTORS  
CHAIRMAN**



**Hoàng Danh Sơn**



*Thai Nguyen, May 11, 2026*

**REGULATIONS  
ON THE ORGANIZATION OF THE 2026 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS ISSUED BY THAI TRUNG ROOLING JOINT STOCK  
COMPANY**

*(Enclosed with Decision No. 10/QD-HDQT dated May 11, 2026  
of the Board of Directors of Thai Trung Roolling Joint Stock Company)*

**Chapter I  
GENERAL PROVISIONS**

**Article 1. Scope and Applicable Subjects.**

1. These regulations apply to the organization and operation of the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the "General Meeting") of Thai Trung Roolling Joint Stock Company.

2. These regulations specifically define the rights and obligations of shareholders, their representatives, and participants in the General Meeting, as well as the conditions, procedures, and voting mechanisms for matters under the General Meeting's authority.

3. Shareholders, their representatives and all participants in the General Meeting are responsible for complying with these regulations.

**Article 2. Objectives**

1. Ensure the principle of publicity and transparency.

2. Facilitate the successful organization of the General Meeting in compliance with legal regulations.

**Chapter II  
CONDITIONS FOR PARTICIPATION,  
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS**

**Article 3. Conditions for Participation in the General Meeting.**

Shareholders, whether individuals or organizations, who are listed in the shareholder registry of Thai Trung Roolling Joint Stock Company as of May 5, 2026, which is the record date for exercising the right to attend the 2026 Annual General Meeting of Shareholders, have the right to directly participate in the General Meeting or authorize another individual in writing to attend on their behalf in accordance with these regulations, the Company's Charter and applicable laws.

**Article 4. Rights of Shareholders Attending the General Meeting.**

1. Shareholders have the right to discuss and vote on all matters under the authority of the General Meeting as stipulated in the Company's Charter, the Law on Enterprises 2020, and relevant legal documents.

2. Shareholders may participate in the General Meeting in one of the following ways:



- a) Individual shareholders attend the meeting in person.
- b) Individual shareholders may authorize another individual in writing to attend the meeting on their behalf. Each individual shareholder may only authorize one person.
- c) The authorized representative of a shareholder who is an organization must be an individual authorized in writing to act on behalf of that shareholder and exercise shareholder rights under this Regulations, the Company's Charter and applicable laws.
- d) An organization that is a shareholder of the Company, holding less than 10% of common shares may authorize 01 representative; from 10% to less than 51% of common shares may authorize up to 03 representatives; from 51% to less than 60% of common shares may authorize up to 05 representatives; more than 61% of common shares may authorize up to 06 representatives.

3. Be announced the content and agenda of the General Meeting publicly by Thai Trung Rooling Joint Stock Company.

4. At the General Meeting, each shareholder or authorized representative will receive a 'VOTING CARD' after completing registration with the Shareholder Eligibility Verification Committee.

5. The 'VOTING CARD' holds voting value corresponding to the number of voting shares that the participant owns or represents, as registered for participation in the General Meeting, in proportion to the total number of voting shares of the delegates present at the General Meeting.

6. Shareholders, their authorized representatives attending at the General Meeting after the meeting has commenced have the right to register immediately, after which they may participate and vote. However, the Chairman is not obligated to pause the General Meeting for their registration. The validity of previous voting sessions remains unaffected. The Vote Counting Committee is responsible for adding the voting shares of late attendees to the total voting shares at the General Meeting to calculate the approval rate of subsequent resolutions.

#### **Article 5. Obligations of Shareholders Attending the General Meeting**

1. Shareholders or their authorized representatives must bring the following documents:

- a) Meeting invitation letter;
- b) ID card, Citizen ID card, or Passport;
- c) The letter of authorization: must follow the template attached to the Meeting Invitation (in case of authorization participation in the General Meeting). If the shareholder is an individual, the authorization letter must have the direct signature of the shareholder and the authorized representative. If the shareholder who is an organization, the authorization document must include details on the number of representatives, the number and percentage of shares owned by each representative, the legal identification documents of each authorized representative, and must be signed and stamped by the legal representative of the organization;

d) Shareholders are only officially allowed to attend and vote at the General Meeting after completing the registration procedures and proving their shareholder/authorized representative status as valid with the Shareholder Eligibility Verification Committee.

2. If a shareholder has authorized another person to attend the meeting and does not cancel the authorization in writing, that shareholder will not receive a 'VOTING CARD' at the General Meeting if their authorized representative has already completed the procedure to obtain the 'VOTING CARD'.

3. Authorized representatives may not delegate their authority to a third party.



4. During the meeting, shareholders must comply with the meeting regulations, follow the instructions of the Chairman, respect the results of the General Meeting, and behave in a courteous manner.

5. Shareholders and their authorized representatives attending the General Meeting must strictly comply with these Regulations, shareholders violating these regulations may be subject to measures under Point b, Clause 7, Article 146 of the Law on Enterprises 2020.

6. In the event that a shareholder must leave the meeting before the voting takes place due to personal reasons, the shareholder is responsible for contacting the Vote Counting Committee to submit their written opinions on the issues to be voted on at the General Meeting. If the shareholder leaves the meeting before the voting without notifying the Vote Counting Committee, it will be considered that the shareholder agrees with all the issues being voted on at the General Meeting.

#### **Article 6. Rights and Duties of the Shareholder Eligibility Verification Committee.**

1. The Shareholder Eligibility Verification Committee of the General Meeting (hereinafter referred to as the "Shareholder Eligibility Verification Committee") consists of three (03) members, appointed by the Board of Directors of Thai Trung Rooling Joint Stock Company, with the following functions and duties:

a) Verify the eligibility of shareholders and their authorized representatives based on the documents they present, including ID card, Citizen ID card, Passport, Meeting Invitation Letter, Authorization Letter, and any accompanying documents (if any);

b) Distribute 'VOTING CARDS' and other documents of the General Meeting to shareholders or their authorized representatives;

c) Consolidate the verification results and report to the General Meeting on the eligibility status of shareholders attending the meeting.

2. The Verification Committee has the right to establish a supporting unit to fulfill its tasks.

3. In cases where an attendee does not meet the eligibility requirements to participate in the General Meeting, the Verification Committee has the authority to deny their right to attend, refuse to issue a 'VOTING CARD' and other documents of the General Meeting.

#### **Article 7. Rights and Duties of the Vote Counting Committee**

1. The Vote Counting Committee consists of 03 members, including 01 Head and 02 members, elected by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

2. The Vote Counting Committee has the right to establish a supporting unit to fulfill its tasks. The supporting unit for the Vote Counting Committee at the 2026 Annual General Meeting of Shareholders consists of 03 members.

3. The Vote Counting Committee is responsible for:

a) Instructing shareholders on how to use the 'VOTING CARD' and conducting the vote counting for each voting category: Agree; Disagree; No opinion immediately after each voting session.

b) Recording the voting results of shareholders and their representatives for the issues under discussion.

c) Consolidating and reporting the voting results to the Chairman of the General Meeting.

d) Presenting the Vote Counting Minutes to the General Meeting.

e) Handing over the Vote Counting Minutes to the Secretary of the General Meeting.

f) Performing other assigned tasks.



## **Article 8. Rights and Duties of the Presidium of the General Meeting**

1. The Presidium of the General Meeting consists of 01 Chairman and additional assisting members approved by the General Meeting. The Presidium is responsible for managing the proceedings of the General Meeting.

2. The Presidium shall not exceed 03 members.

3. The Chairman of the General Meeting has the following rights and responsibilities:

a) Presiding over and managing the General Meeting: The Chairman shall take all necessary steps to ensure the proper and orderly conduct of the meeting, ensuring that the meeting reflects the collective will of the majority of attending shareholders.

b) Making final decisions on procedural matters or unexpected events arising outside the agenda of the General Meeting.

c) Guiding discussions and voting on issues listed in the agenda.

d) Presenting drafts of necessary resolutions for general meeting's voting.

e) Addressing or assigning Presidium members to respond to shareholder inquiries.

f) At any time, the Chairman has the right to postpone the General Meeting to a different time or location, provided it complies with the Law on Enterprises 2020 and the Company's Charter, without requiring approval from the General Meeting, if:

- Attendees engage in disruptive behavior that hinders or is likely to hinder the orderly conduct of the meeting; or

- Postponement is necessary to ensure fair and lawful proceedings.

g) The Chairman has the right to:

- Require all attendees to undergo security checking or other security measures.

- Request law enforcement authorities to maintain order, expel individuals who fail to comply with the Chairman's directives, disrupt the meeting, or violate security protocols.

## **Article 9. Rights and Duties of the Secretariat of the General Meeting**

1. The Secretariat of the General Meeting consists of 01 Head and 01 member, nominated by the Chairman and approved by the General Meeting.

2. The Secretariat is responsible for perform support tasks assigned by Chairman such as: assisting in recording the Minutes of the General Meeting, ensuring an accurate and complete reflection of the meeting proceedings; presenting the Minutes and Resolutions of the General Meeting for shareholder approval.

## **Chapter III**

### **PROCEEDINGS OF THE GENERAL MEETING**

## **Article 10. Methods and Conditions for Conducting the General Meeting**

1. The General Meeting is expected to last half a day.

2. The Board of Directors shall issue the Meeting Invitation, including the registration form, Authorization form for attending the General Meeting, and meeting documents such as the agenda, 'VOTING CARD', materials for discussion, and draft resolutions for each agenda item. Simultaneously, all materials for the 2026 Annual General Meeting of Shareholders shall be published on the Company's official website ([www.ttr.com.vn](http://www.ttr.com.vn)) at least twenty-one (21) days before the meeting date.

3. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least more than 50% of the total voting shares.



4. The General Meeting shall sequentially discuss and approve the contents specified in the agenda of the 2026 Annual General Meeting of Shareholders.

### **Article 11. Agenda and contents of the General Meeting**

1. The meeting agenda and contents must be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify the time allocation for each agenda item.

2. If there are any changes to the meeting agenda that was sent to shareholders along with the Meeting Invitation, such changes must be approved by the General Meeting of Shareholders.

### **Article 12. Discussion and Inquiry at the General Meeting**

1. Depending on the number of shareholders attending and the permitted time, the Chairman may choose the most appropriate method to manage the meeting. Shareholders may express their opinions, discuss, and raise inquiries by raising their 'VOTING CARD' to request to speak and upon approval by the Chairman or by submitting a Question Form to the Presidium. At any given time, only one shareholder is permitted to speak. If multiple shareholders wish to speak simultaneously, the Chairman will invite them to present their views in an orderly manner.

2. Shareholders must present their opinions concisely and focus on the key discussion points relevant to the approved agenda. Shareholder statements must not violate legal provisions, relate to personal matters, or exceed the company's jurisdiction. The Chairman has the right to remind or request shareholders to stay focused on key discussion points to optimize meeting time and ensure discussion quality.

### **Article 13. Voting Rules and Approval of Decisions at the General Meeting**

#### **1. Voting Rules**

a) Voting on matters at the General Meeting shall be conducted publicly and directly under the supervision of the Presidium of the General Meeting.

b) The 'VOTING CARD' used for voting on matters presented at the General Meeting is pre-printed by the Organizing Committee, including details such as the shareholder's name, card number, total number of shares owned/represented, and bears the Company's official stamp in the top left corner. These 'VOTING CARDS' are distributed to shareholders upon registration at the General Meeting.

c) When voting on a matter presented at the General Meeting, shareholders or their authorized representatives shall cast their votes by raising their 'VOTING CARD'. The voting sequence follows this order: Agree, Disagree, No Opinion. Shareholders who do not raise their 'VOTING CARD' are considered to have agreed. Each shareholder may only raise their 'VOTING CARD' once per voting item.

d) The voting results shall be announced immediately after each voting session, and subsequent voting sessions shall only proceed after the results of the previous vote have been confirmed. The vote-counting method shall follow the provisions of Article 9 of the Company's Internal Corporate Governance Regulations and shall be conducted by the Vote Counting Committee.

e) A vote shall be deemed invalid if:

- The shareholder/authorized representative uses a 'VOTING CARD' that was not issued by the General Meeting's Organizing Committee in the prescribed format.

- The 'VOTING CARD' is torn, damaged, or missing essential information required for vote counting.

- The shareholder/authorized representative selects more than one voting option.



2. The matters approved at the General Meeting shall be executed in accordance with Article 28 of the Company's Charter.

#### **Article 14. Meeting Minutes and Draft Resolutions of the General Meeting**

1. Meeting Minutes: All discussions and activities at the General Meeting shall be recorded by the Secretariat. The Minutes must be read and approved before the closing of the General Meeting.

2. Based on the Meeting Minutes and vote-counting results, the General Meeting Secretary shall synthesize the data and compile draft the General Meeting Resolutions. These Draft Resolutions shall be read and approved before the meeting adjourns.

3. The Meeting Minutes, the annex listing registered shareholders, the full text of the approved resolutions, and relevant documents attached to the Meeting Invitation shall be kept at the headquarters of Thai Trung Rooling Joint Stock Company as company regulations.

### **Chapter IV**

#### **OTHER PROVISIONS**

#### **Article 15. Failure to Hold the General Meeting**

1. If the first convened General Meeting fails to meet the conditions for proceeding as specified in Clause 3, Article 10 of these Regulations, a second meeting must be convened within 30 days from the scheduled date of the first meeting. The second General Meeting shall be conducted when the attending shareholders and authorized representatives represent at least 33% of the total voting shares of Thai Trung Rooling Joint Stock Company.

2. If the second convened General Meeting also fails to meet the required conditions as specified in Clause 1 of this Article, a third meeting must be convened within 20 days from the scheduled date of the second meeting. In this case, the third General Meeting shall proceed regardless of the number of attending shareholders or authorized representatives and shall be considered valid, with full authority to decide on all matters proposed for approval at the first convened General Meeting.

### **Chapter V**

#### **IMPLEMENTATION PROVISIONS**

#### **Article 16. Implementation**

1. These regulations consist of 5 chapters and 16 articles and take effect upon signing until the conclusion of the 2026 Annual General Meeting of Shareholders.

2. The Board of Directors, shareholders/authorized representatives and participants must comply with these regulations. ✱

**O/B THE BOARD OF DIRECTORS  
CHAIRMAN**

  
CÔNG TY  
CỔ PHẦN  
CÁN THÉP  
THÁI TRUNG  
PHƯƠNG GIA SÁNG - T. THÁI NGUYÊN

**Hoàng Danh Sơn**



**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

....., date..... month.....year 2026

**CONFIRMATION OF ATTENDANCE**  
**2026 Annual General Meeting of Shareholders**  
**Thai Trung Rooling Joint Stock Company**

Dear: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,

Pursuant to the Regulations on organizing the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company issued together with Decision No. 10/QD-HDQT dated May 11, 2026 by the Board of Directors of Thai Trung Rooling Joint Stock Company.

Full name: .....  
ID Card/Passport No.: .....; Date of issue: ...../...../.....;  
Place of issue: .....  
Address: .....  
Telephone: ..... Fax: .....  
Being the owner of: ..... shares; (In words: .....  
.....) (par value of 10,000 VND/share) of Thai  
Trung Rooling Joint Stock Company.

Additionally, I have been authorized by: ..... other shareholders of Thai Trung Rooling Joint Stock Company to represent them at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company, with a total number of authorized shares of ..... (In words: .....) shares (Power of Attorney forms attached).

By this document, I hereby confirm my registration to attend the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company with the total number of voting shares at the 2026 Annual General Meeting of Shareholders being: ..... shares./.

**Attachments:**

Power of Attorney for AGM attendance (if any);

**REGISTRANT**

*(Signature and full name)*



**THE SOCIALIST REPUBLIC OF VIETNAM**  
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....., date..... month.....year 2026

**POWER OF ATTORNEY**  
**To Attend the 2026 Annual General Meeting of Shareholders**  
**Thai Trung Rooling JSC**

Dear: The Organizing Committee of the 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company

**1. The Authorizer (Party A):**

Shareholder's name: .....  
ID Card/Passport No.: .....; Date of issue: ...../...../.....;  
Place of issue: .....  
Address: .....  
Telephone: ..... Fax: .....  
Number of shares owned at Thai Trung Rooling JSC: ..... shares; (In words: ..... shares).

**2. The Authorized Representative (Party B):**

Full name: .....  
ID Card/Passport No.: .....; Date of issue: ...../...../.....;  
Place of issue: .....  
Address: .....  
Telephone: ..... Fax: .....  
Number of authorized shares: ..... shares;  
(In words: ..... shares).

**3. Scope of Authorization:**

Party A authorizes Party B to perform the following specific tasks:

- a) To attend the 2026 Annual General Meeting of Shareholders (AGM);
- b) To exercise the rights to speak and vote according to Party A's instructions on all matters at the 2026 AGM with the ..... shares owned by Party A at Thai Trung Rooling JSC.

**4. Term of Authorization:**

This Power of Attorney is only valid during the course of the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling JSC.

**5. Obligations of the Parties:**

- a) Party A is obliged to provide the necessary information and documents for Party B to perform the authorized tasks;
- b) Party B is obliged to properly perform the tasks authorized by Party A. If exceeding the scope of authorization, Party B shall be fully responsible for any arising damages;
- c) Party B is obliged to promptly notify Party A of issues arising at the meeting so that Party A can provide voting instructions. In the absence of feedback from Party A, Party B may vote at their own discretion on such matters without Party A's consent.
- d) Party B is not allowed to sub-authorize any third party to perform the tasks that Party A has authorized Party B to perform./.

**THE AUTHORIZED  
REPRESENTATIVE**  
(Signature and full name)

**THE AUTHORIZER**  
(Signature and full name)



No: *11* /CTr-HDQT

*Thai Nguyen, May 11, 2026*

**AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF THAI TRUNG ROOLING JOINT STOCK COMPANY**

**1. Time:** The meeting is scheduled for June 9, 2026.

- **07:30 – 08:30 AM:** Reception of shareholders and delegates by the organizing committee; shareholder registration; distribution of meeting documents.

- **08:30 AM:** Opening of the General Meeting.

**2. Meeting Venue:** Head Office of Thai Trung Rooling Joint Stock Company, Civil Group 13, Gia Sang Ward, Thai Nguyen Province.

**3. Meeting agenda:** The General Meeting will proceed with the following items:

No	Content	Notes
1.	<ul style="list-style-type: none"><li>- Flag Salute.</li><li>- Announcement of the reasons for the meeting and introduction of delegates.</li><li>- Announcement of the Board of Directors' Decision on the establishment of the Shareholder Eligibility Verification Committee.</li></ul>	
2.	Report on the verification results of shareholders attending the General Meeting.	
3.	<ul style="list-style-type: none"><li>- Approval of the meeting agenda.</li><li>- Approval of the General Meeting's regulations.</li><li>- Introduction of the Chairman and its supporting members.</li></ul> <p><i>(Voting by the General Meeting)</i></p> <ul style="list-style-type: none"><li>- Invitation for the Chairman and its supporting members to lead the General Meeting.</li></ul>	
4.	The Chairman introduces the Secretariat and the Vote Counting Committee. <i>Voting by the General Meeting</i>	
5.	Report of the Board of Directors on activities in 2025; Directions and tasks in 2026	
6.	Report of the Board of Supervisors on activities in 2025; Operation plan in 2026.	




No	Content	Notes
7.	<ul style="list-style-type: none"> <li>- Submission of the Board of Directors on the dismissal of a member of the Board of Directors for the 2023–2028 term – <i>for approval by the General Meeting of Shareholders.</i></li> <li>- Submission of the Board of Directors on the adoption of the Regulation on the election of additional member(s) of the Board of Directors for the 2023–2028 term – <i>for approval by the General Meeting of Shareholders.</i></li> <li>- Submission of the Board of Directors on the election of additional member(s) of the Board of Directors for the 2023–2028 term – <i>for approval by the General Meeting of Shareholders.</i></li> </ul>	
8.	<ul style="list-style-type: none"> <li>- Guidelines and organization of the election of additional member(s) of the Board of Directors for the 2023–2028 term using cumulative voting.</li> <li>- Vote counting.</li> </ul>	
	<b>15-minute recess</b>	
9.	- Submission of the Board of Directors on approving of the audited financial statements for the accounting period from January 1, 2025 to December 31, 2025; Distribution of profits and dividends for 2025; Plan for distribution of profits and dividends for 2026;	
10.	<ul style="list-style-type: none"> <li>- Submission of the Board of Directors on approving of the 2026 business production plan;</li> <li>- Submission of the Board of Directors on approving the policy of signing contracts and transactions between Thai Trung Rooling Joint Stock Company and Thai Nguyen Iron and Steel Joint Stock Company in 2026.</li> </ul>	
11.	- Submission of the Board of Directors of the Company on the report on salary and remuneration for members of the Board of Directors, Board of Supervisors, Board of General Directors and Chief Accountant of the Company in 2025; Plan for 2026;	
12.	- Submission of the Company's Board of Supervisors on the selection of an auditing company to audit and review the Company's 2026 financial statements;	
13.	- Submission of the Board of Directors on the amendment of business lines and the revision of the Company's Charter.	
	<b>General Meeting Discussion:</b> Discussion on reports and submissions from the Board of Directors and the Board of Supervisors;	
14.	Voting on the reports and submissions (from <b>items 5 to items 6</b> and from <b>items 9 to items 13</b> ).	



No	Content	Notes
15.	Announcement of the Minutes of Vote Counting for the election of additional member(s) of the Board of Directors for the 2023–2028 term.	
16.	The Secretary of the General Meeting presents the draft Minutes and Resolutions of the Meeting.	
17.	Voting to approve the Minutes and Resolutions of the General Meeting.	
18.	Closing of the General Meeting.	
19.	Flag Salute.	

**Recipients:**

- Board of Directors and Board of Supervisors;
- Organizing Committee of the General Meeting;
- Board of General Directors and Chief Accountant;
- Shareholders;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office, Company Secretary; 

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Hoang Danh Son**



No: 12 / NQ-DHDCD

Thai Nguyen, May 11, 2026

**REGULATIONS OF THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS THAI TRUNG ROOLING JOINT STOCK COMPANY**

The 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company held on June 9, 2026 at Thai Trung Rooling Joint Stock Company's Office.

In order for the Meeting to proceed on time, ensuring the provisions of the Enterprise Law and the agenda content, the Organizing Committee of the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company requests that all Shareholders and Delegates attending the Meeting to properly implement the following contents:

1. Before attending the meeting, Shareholders must register with the Organizing Committee to receive "VOTING CARDS" and other documents of the General Meeting.

2. Shareholders and Delegates attending the Meeting must be present at the hall on time and comply with the regulations of the Meeting.

3. Attire should be neat, stylish, and formal.

4. Shareholders and delegates should not move around disorderly in the hall, avoid private conversations, and keep their phones on silent mode during the Meeting.

5. When wishing to speak, participants must register (using the attached form) with the Presidium. Speaking is only allowed upon approval from the Chairman (*speaking time should not exceed 5 minutes*).

6. If due to personal conditions, shareholders cannot continue to attend the General Meeting and must leave before the end of the General Meeting, shareholders are requested to return the VOTING CARD to the General Meeting's Organizing Committee, for convenience in monitoring when summarizing the voting results at the General Meeting. /.

**HEAD OF ORGANIZING COMMITTEE  
ANNUAL GENERAL MEETING OF  
SHAREHOLDERS 2026  
CHAIRMAN OF BOARD OF DIRECTORS**



**Hoàng Danh Sơn**



No: *13* /BC-HDQT

*Thai Nguyen, May 11, 2026*

**REPORT  
OF BOARD OF DIRECTORS ON ACTIVITIES IN 2025;  
DIRECTIONS AND TASKS IN 2026**

To: The 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,

The Board of Directors (BOD) of Thai Trung Rooling Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders (AGM) the report on the BOD's activities in 2025 and Directions and tasks in 2026, as follows:

**Part 1  
REPORT ON THE BOD'S ACTIVITIES IN 2025**

**I. Performance of the Board of Directors in 2025.**

**1. General Assessment of the BOD's Activities in 2025.**

In 2025, in compliance with the Law on Enterprises, the Company's Charter, the Internal Corporate Governance Regulations, and the BOD's Operational Regulations, the BOD successfully organized 01 Annual General Meeting of Shareholders (AGM) in 2025 in a direct format.

The BOD operated democratically and scientifically, holding regular meetings to make strategic decisions about comprehensive orientation of production and business activities, directing the Executive Board to implement the resolutions passed at the 2025 AGM. The decisions were documented in Meeting Minutes and Resolutions, and the Head of the Board of Supervisors was invited to attend all BOD meetings to provide input. Between regular meetings, the BOD approved strategic policies through written consultations. These decisions were timely, practical, and aligned with the Company's operational requirements, allowing the Executive Board to execute the production and business plans effectively.

In 2025, the BOD held 04 direct meetings and conducted written consultations to address matters within its jurisdiction, focusing on key business strategies, implementing the 2025 business plan, and supervising the Executive Board in executing AGM and BOD resolutions. The resolutions and decisions approved by the Board of Directors served as essential guidelines for the Executive Board to manage the Company business efficiently.

*(A summary of BOD Resolutions and Decisions in 2025 has been published in the 2025 Corporate Governance Report on [www.ttr.com.vn](http://www.ttr.com.vn).)*



At the current time, the BOD consists of 03 members, including 01 non-executive member.

## **2. Evaluation of BOD Members' Performance in 2025**

In 2025, the members of the Board of Directors (BOD) attended all BOD meetings and provided written opinions on matters within the BOD's authority with a high sense of responsibility, demonstrating the leadership capacity of the BOD members for the benefit of shareholders and the sustainable development of the Company

In addition to performing and completing the general responsibilities for the activities of the Board of Directors, the members of the Board of Directors have completed the assigned tasks according to the division of tasks of the Board of Directors members, specifically:

- The Chairman of the BOD effectively performed duties under the Law on Enterprises, the Company's Charter, and the BOD's Operational Regulations, including planning and conducting the work program of the year, assigning responsibilities among BOD members, organizing meetings, conducting written consultations, issuing Resolutions, Decisions, and Announcements, and assigning, managing and supervising the General Director in executing BOD resolutions.

- BOD members responsible for production and business activities successfully guided the implementation of the 2025 business plan.

## **3. Salary, Remuneration, and Other Benefits of BOD Members and the Board of General Directors in 2025**

The Company implements the payment of salaries, remuneration, and other benefits for the Board of Directors and the Board of General Directors according to the Resolution of the 2025 Annual General Meeting.

*(A detailed summary of BOD and Board of General Directors remuneration in 2025 is published in the 2025 Financial Statements and the 2025 Annual Report on [www.ttr.com.vn](http://www.ttr.com.vn).)*

## **II. The results of supervising the operational activities of the Board of General Directors in business and production management.**

### **1. Board of General Directors Personnel Structure.**

The Board of General Directors in 2025 consisted of 01 General Director and 02 Deputy General Director (01 Deputy General Director was appointed effective from May 06, 2025).

The General Director proactively assigned tasks to members responsible for specific areas; in addition to overseeing general executive operations, the General Director established a collective working mechanism, enabling each member to maximize their professional capabilities, independence, and responsibility in fulfilling assigned tasks, thereby contributing to a gradual improvement in work quality and efficiency.

### **2. Evaluation of monitoring business and production activities of the Board of General Directors in 2025**



- Board of General Directors, led by the General Director, managed production in full compliance with legal regulations, the Company's Charter, and Internal Corporate Governance Regulations; members of Executive Board demonstrated strong professional expertise and accountability, ensuring effective implementation of BOD resolutions and decisions. The Executive Board has fully and promptly implemented the resolutions and decisions of the Board of Directors. In its executive role, the General Director has demonstrated decisiveness, bold thinking, a willingness to act, and accountability. The General Director has proactively proposed numerous new ideas and implementation solutions for the Board of Directors to consider and decide upon.

- The General Director holds weekly briefing meetings with the Deputy General Director, Chief Accountant, and Heads of Departments, and Managers of production workshops; additionally, specialized meetings are organized for specific tasks or related work groups to ensure close supervision and timely resolution of arising issues. Based on the Company's business and production requirements, the Executive Board has proactively proposed to the Board of Directors necessary solutions regarding finance and human resources, maximizing the Company's resources.

- The Board of General Directors has effectively utilized credit channels to secure funding for the Company's business and production activities, the Company's financial position remains stable, maintaining a high credit rating with financial institutions.

- The Board of General Directors has successfully coordinated with the Party Committee and other company organizations to strengthen internal consensus in corporate operations. The Executive Board has implemented appropriate reward and welfare policies to promptly motivate and encourage employees with outstanding achievements in business and production activities.

### **3. Business performance's management results in 2025.**

#### **a) Business Performance in 2025 according to the 2025 AGM Resolution:**

+ Rolled steel output reached 461.016 tons, equivalent to 113,3% compared to 2024 and 116,71% of the 2025 plan.

+ Revenue reached VND 5.969 billion, equivalent to 111,82% compared to 2024 and 117,16% of the 2025 plan.

+ Pre-tax profit reached VND 2,30 billion, equivalent to 16,28% compared to 2024 and 31,94% of the 2025 plan.

+ After-tax profit reached VND 2,30 billion, equivalent to 20,48% compared to 2024 and 40,42% of the 2025 plan.

+ The average salary was VND 11,74 million per person per month, equivalent to 106,53% compared to 2024 and 111,07% of the 2025 plan.

*(Detailed business performance results for 2025 are presented in the appendix attached to this report.)*

#### **b) Management of Business Operations.**

+ *Planning and Materials Task:*



- Raw material preparation: develop a material supply plan to ensure adequate production inputs; selecting appropriate billet sources based on orders to enhance productivity and efficiency in key performance indicators.

- About production: production was organized proactively, scientifically, and efficiently, when conditions were favorable, all departments maximized production capacity; special attention was paid to product bundle weight and warehouse packaging quality.

In addition, during production stoppage, organize equipment repair and maintenance, clean premises, factories... to create jobs for workers.

+ *Financial and Accounting task:*

- Prepared monthly, quarterly, and annual financial statements; coordinated with audit firms for financial audits and reviews; provided documents for timely disclosure of financial information, prepare reports as required by the Company's management, tax authorities, and banks; organize and implement accounting operations well.

- Conducted semi-annual and annual inventory audits as required.

- Proactively worked with financial institutions and banks to secure funding for business operations, payroll, and other employee benefits while safeguarding the Company's assets and capital.

+ *Equipment management and operations:*

Equipment maintenance and operation were prioritized, reducing incidents and preventing recurring failures.

+ *Technical and technological management; Product quality; Occupational safety and hygiene:*

- Key Technical and Technology indicators for 2025:

Metal consumption (Ton/Tsp)		FO oil consumption (Kg/Tsp)		Electricity consumption (Kw/Tsp)	
Norm	Actual	Norm	Actual	Norm	Actual
1,0225	1,0226	19,80	23,19	101,0	94,9

Equipment efficiency in 2025 reached 86,14 %.

- Product quality management

- . Maintain control of billet sources and classify billets prior to production.

- . The quality of manufactured products generally meets the standards and satisfies the requirements for surface color, bundling appearance, and bundle weight.



. Maintain and coordinate with QMS to conduct surveillance audits of the ISO 9001:2015 Quality Management System.

- Occupational safety, environmental protection, and fire prevention:

. Occupational safety and hygiene: Provided employees with personal protective equipment in compliance with industry standards and quantity; contracted an authorized training provider for occupational safety training for all employees; conducted regular and ad-hoc inspections to ensure adherence to safety regulations.

. Environmental Protection: Conducted environmental monitoring and hazardous waste collection per regulations.

. Fire Prevention: Carried out regular and unscheduled inspections of fire prevention and firefighting equipment.

+ *Organizational Structure, Labor Management, Salaries, and Employee Welfare; administration - office:*

- Organization and personnel: The Company's Board of Directors reappointed 03 management personnel and newly appointed 02 management personnel; the General Director reappointed 05 management personnel. The appointment and dismissal processes were carried out in accordance with regulations and authority.

- Employee using situation:

. Beginning of the year: 249 employees, including 53 female employees.

. Increase during the period: 08 employees, including 01 female employee.

. Decrease during the period: 10 employees, including 01 female employee.

. End of the year: 247 employees, including 53 female employees

- Labor and Salary Management: The company ensured proper labor management and payroll distribution; implementing regular salary increases for management personnel, employees, and support staff according to company regulations.

- Social Insurance for Employees: Fully and timely paid social insurance, health insurance, unemployment insurance, and occupational accident insurance; coordinated with the Social Insurance Agency to process sickness, maternity, and rehabilitation benefits in a timely and accurate manner.

- Human Resource Training: Developed and implemented a mentoring and skill advancement plan for direct production workers. As a result, 14 employees qualified for a salary grade promotion. Participated in the Skilled Worker Competition organized by TISCO; results: 01 individual recognized as a 'Comprehensive Excellent Worker' and 07 individuals recognized as 'Excellent Skilled Workers'.

- Employee Healthcare: Maintained on-site emergency services; provided regular health check-ups for employees in hazardous jobs and female workers, and monitored work environment conditions to promptly address any non-compliance with health standards.



- Office, Canteen, and Security Management: Ensured smooth office operations; Maintained high food hygiene and safety standards in the company's canteen, ensuring proper nutritional balance in employee meals; Strengthened security patrols to safeguard company assets.

- Other Activities: Prepared and submitted regular corporate governance reports, annual reports, and ensured timely disclosure of periodic and irregular information.

Collaborated with political and social organizations to organize events celebrating national holidays and the company's founding anniversary.

#### **4. Achievements in 2025.**

- The Technology and Engineering Division developed plans and proactively mastered the maintenance, repair, and cleaning of the internal items of the reheating furnace without outsourcing, such as: Slag removal and concrete pouring for the furnace hearth during each repair period; introducing new furnace drying methods (due to the very short downtime during each repair), reducing drying time while ensuring the safety of the furnace's internal structure; improving the guide box for D10 products, stabilizing the technology, and reducing the guide box replacement time; developing plans and successfully organizing the production of D32-CB4 products from SD295A billets, reducing product costs (*previously required SD390 billets*).

- Maintained the bearings of roughing stands, significantly reducing bearing burnout incidents in the roughing stand area.

- Equipment efficiency in 2025: Reached 86.14%, successfully meeting the 2025 plan.

#### **5. Limitations in 2025.**

- About Technology: Operational scrap occurred due to slitting guides, jammed looper rollers, and rolled piece defects; metal and Fo oil consumption rates remained higher than the norms.

- About Equipment: Several incidents occurred, including: Unstable speed of rolling stands K13 and K17; ground faults in the K16 stand motor and the K15 stand motor rotor; unstable operation of MC2 causing mid-billet auto-cuts and long tail cuts; TI discharge in the electrical cabinet of line 372; damaged transmission shafts of rolling stands K3, K5, K17, and K15; MC4 clutch failure; failure of HGT-K4 bearings; K13...

- + *About Occupational Safety and Hygiene:*

In 2025, the Company recorded 01 minor occupational accident.

### **III. Conclusion.**

In 2025, with the support and companionship of shareholders and the solidarity and determination of the Board of Directors, the Board of General Directors and the staff, employees, and workers, the Company has exceeded the production and business targets according to the Resolution of the 2025 Annual General Meeting of Shareholders. The Board of Directors believes that the Company will continue to firmly step forward on the path of development, constantly increasing benefits for shareholders and investors; the material and spiritual life of the Company's staff and workers continues to improve.



## COMPANY'S OPERATIONAL DIRECTION IN 2026

### **I. Situation characteristics.**

In 2026, the Company will still face difficulties due to unpredictable fluctuations in raw material and fuel prices; complicated developments in interest rates and exchange rates....;

To successfully complete the tasks of 2026, the Company continues to implement solutions in directing, managing and operating, being proactive and flexible in production and business activities. Implement solutions to reduce costs, reduce product prices, maintain effective production and business, ensure jobs, income, and care for the material and spiritual lives of employees;

Continue to research the policy of arranging the organizational structure and labor to ensure a reasonable labor structure suitable to the current reality of the Company.

### **II. On the planned goals and targets in 2026.**

Faced with the above difficulties, in order to maintain stable production, reduce costs to lower product prices, and improve competitiveness, the Company sets out the main planning targets stated in Submission No. 18/TTr-HDQT dated May 11, 2026 of the Board of Directors on approving the 2026 production and business plan of Thai Trung Rooling Joint Stock Company.

### **III. Solutions to implement the 2026 production and business plan.**

#### **1. Management and operation.**

+ Continue to build and perfect the system of internal management regulations and rules of the Company, this is a tool to evaluate and analyze the work efficiency of each department/workshop as well as each officer and employee; accurately and objectively determine the effectiveness of work. Increase the application of information technology to improve the capacity and efficiency of management work.

+ Be careful in investing, practice saving, and be flexible in operating activities. production and business operations; strengthen management in the field of sales and export; receive and deliver steel billets, promptly report to customers cases where the quality of goods does not comply with the contract.

+ Build and promote a dynamic, friendly working environment with the Company's own cultural identity.

#### **2. Production Planning and Materials Management.**

+ Regularly monitor and update customer information to enhance the effectiveness of the Company's business operations and production management.

+ Review material and raw material requirements to develop a procurement plan that aligns with market prices and optimal inventory levels, ensuring stable and efficient production; avoid stockpiling spare parts, materials, and equipment that are readily available on the market.

#### **3. Financial management.**

+ Manage and use capital proactively and effectively. Timely develop and implement production and business plans to have effective capital usage plans. Manage sales, payment and debt collection well.



+ Actively approach and mobilize legal capital sources to serve production and business plans; continue to maintain credit line with the Bank to ensure working capital for production and business activities.

+ Check and review old, damaged machinery and equipment, inventory that cannot be reused to serve liquidation and capital recovery work.

+ Strengthen risk management, capital preservation, cost savings for stable operation of the Company; calculate the efficiency of each job to promptly adjust production and business, ensuring the best efficiency.

+ Manage well the purchase of materials and goods; maintain inventory at a reasonable level; find solutions to reduce financial costs.

+ Do not let bad debt arise.

#### 4. On management and usage of human resource.

+ Build and organize a scientific apparatus, reasonable labor structure; clearly assign responsibilities, have synchronous coordination between Departments/Workshops to improve expertise, together perform the core functions and tasks of the Company which is sustainable and effective development.

+ Promote the application of advanced technology; review and eliminate inappropriate production processes, apply advanced labor norms and have preferential policies to recruit and attract high-quality human resources, which is the basis for reasonable labor arrangement and staffing.

+ Training human resources to meet the requirements of industrialization and modernization; strengthening coordination with training institutions to recruit and train human resources with knowledge and skills close to the actual needs of the Company; effectively using trained human resources.

#### 5. Device management, energy usage.

+ Develop and implement plans for major repairs and regular equipment repairs;

+ Strengthen equipment management, especially inspection to promptly detect risks of incidents so that timely remedial measures can be taken, pay attention to the quality of periodic equipment repair and maintenance, and repair and maintain equipment according to production shifts;

+ Strengthen the management of material and spare parts costs for regular repairs; organize monitoring, evaluation and take experiences to adjust management methods accordingly;

+ Review and select energy saving solutions for implementation to bring efficiency to production and business; Strictly implement legal regulations on energy management and use.

#### 6. On production organization, technical and technological management, product quality; environmental protection; occupational safety and hygiene.

+ Develop a production organization plan to ensure stability, efficiency, and suitability with the Company's production technology and development model.

+ Standardize production processes, control production norms, ensure efficiency, save costs, reduce prices, and create business advantages.

+ Apply scientific and technical advances to serve production and business to improve productivity and product quality.



+ Invest, renovate, upgrade, maintain and repair machinery, equipment, technological lines, and factory premises in a focused manner to improve productivity and product quality. Maintain and effectively operate the ISO 9001:2015 quality management system and the testing laboratory system according to ISO/IEC 17025:2017 standards.

+ Environmental protection: Proactively invest in construction and effective operation of wastewater, solid waste, dust, smoke and noise collection and treatment systems. Maintain monitoring and control of waste sources for timely treatment.

+ Improve working conditions; propose solutions to ensure occupational safety and hygiene as well as the best working environment for employees; prevent occupational accidents.

#### **IV. Some key tasks of the Board of Directors:**

1. Strengthen the specific roles and responsibilities of each member of the Board of Directors in corporate governance, continue to improve the direction and coordination mechanism between the Board of Directors and the Executive Board as well as the coordination mechanism with the Board of Supervisors, party organizations and unions to promote the strength of internal solidarity at the Company;

2. Direct the Executive Board to focus on resolving current problems, creating a premise for the Company to continue to stabilize and develop.

3. Direct the Executive Board to closely follow the contents of the Company's production and business plan for 2025 to effectively implement all aspects of operations with the motto "To best meet customers' reasonable requirements for product and service quality";

4. Direct the Executive Board to develop and implement effective solutions to develop human resources; improve the material and spiritual life of employees.

5. Continue to research and arrange the organizational structure and manage the Company's production activities in a streamlined and efficient manner.

Above is the report evaluating and summarizing the activities of the Board of Directors and the management of the Board of General Directors of the Company in 2026; Directions and tasks in 2026. In addition to the achieved work, with a sense of responsibility and openness, the Board of Directors recognizes that in the management and operation work, there are still limitations that need to be resolved in the coming time, so that the Company can develop more and more, worthy of the Company's capacity, and better meet the expectations of shareholders and society.

Thank you very much!

#### **Recipients:**

- As above;
- Board of Directors; Board of Supervisors;
- Board of Directors; Accounting;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office; Company Secretary;

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Hoang Danh Son**



**APPENDIX  
BUSINESS RESULTS IN 2025**

(Attached According to Report No. 13 /BC-HDQT dated May 11, /2026 of Board of Directors)

No	Items	Unit	Actual 2024	Plan 2025	Actual 20245	Compare (%)	
						Actual 2024	Actual/Plan 2025
A	B	C	1	2	3	4=3/1	5=3/2
1	Industrial production value	Billion VND	1.546	1.501	1.751	113,26	116,66
2	Physical output	Ton	406.889	395.000	461.016	113,3	116,71
-	TISCO rolled steel	Ton	395.634	395.000	461.016	116,53	116,71
-	Other rolled steel	Ton	11.255				
3	Product consumption	Ton	406.889	395.000	461.016	113,3	116,71
-	TISCO rolled steel consumption	Ton	395.634	395.000	461.016	116,53	116,71
-	Other rolled steel consumption	Ton	11.255				
4	Total revenue	Billion VND	5.338	5.095	5.969	111,82	117,15
5	Profit before tax	Billion VND	14,13	7,20	2,30	16,28	31,94
6	Profit after tax	Billion VND	11,23	5,69	2,30	20,48	40,42
7	Tax payment to the state budget	Billion VND	18,46	15	29,05	157,37	193,67
8	Average number of employees	People	250	255	249	99,60	97,65
9	Average salary	Million VND / person/month	11,02	10,57	11,74	106,53	111,07

**O/B. BOARD OF DIRECTORS**


**CHAIRMAN**  
**Hoàng Danh Sơn**



No: *02* /BC-BKS

*Thai Nguyen, May 11, 2026*

**REPORT**  
**On the Activities of the Supervisory Board**  
**Submitted to the 2026 Annual General Meeting of Shareholders**

*Pursuant to the functions and duties of the Board of Supervisors as stipulated in the Charter of Organization and Operation of Thai Trung Rooling Joint Stock Company;*

*Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders;*

*Pursuant to the 2025 audited financial statements, audited by AASC Auditing Company Ltd., and the Company's business performance in 2025;*

The Board of Supervisors hereby reports to the General Meeting on the inspection and supervision results in 2025 and the Board of Supervisors' activity plan in 2026, as follows:

**1. Board of Supervisors' Activities results in 2025:**

The Board of Supervisors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term was elected at the Annual General Meeting of Shareholders (AGM) on April 28, 2023, consisting of 03 members. Following the AGM, the Board of Supervisors held an internal meeting to consolidate its structure, elect the Head of the Board of Supervisors, and assign specific responsibilities to each member.

In 2025, the Board of Supervisors complied with its regulations and held quarterly meetings to review matters related to the Company's compliance with laws, the Company's Charter; AGM Resolutions regarding corporate governance and business production operations. Specifically:

- Participated in Board of Directors (BOD) meetings and several Executive Board meetings, monitoring the implementation of AGM Resolutions by the BOD and Executive Board;

- Reviewed the appropriateness of decisions made by the BOD and Executive Board in management;

- Supervised compliance with laws, regulations, and internal policies issued by the Company;

- Examined the 2025 financial statements to assess the accuracy and reliability of financial data...

In 2025, the Board of Supervisors conducted inspections and controls in accordance with operational regulations of Board of Supervisors, focusing on: Cost management reviews; Assessment of the Company's organizational restructuring; labor organization, ... and Participation in physical inventory checks (random sample audits) as of January 1, 2026, alongside the Accounting Department and Planning & Materials Department. Following the



inspections, conclusions were made in accordance with regulations, and discussions were held with relevant departments regarding warehouse management, ....

## 2. Activities supervision results of the Board of Directors and Board of General Directors

In 2025, the Company's Board of Directors held 04 direct meetings and also sought written opinions from its members to make decisions on matters related to the Company's business operations. The resolutions of the Board of Directors were issued in accordance with the authority stipulated in the Company's Charter, focusing on the implementation of the resolutions approved at the 2025 Annual General Meeting of Shareholders and various aspects of business production operations and corporate governance.

The BOD and Board of General Directors fully complied with legal regulations in management and governance, fulfilling their assigned functions and responsibilities as stipulated in the Enterprise Law, the Company's Charter, and AGM Resolutions.

The Board of General Directors adhered to the BOD Resolutions, remaining committed to business production objectives; making operational decisions in line with actual market conditions; applying various management and technical solutions, ... to meet the targets set by the AGM.

Based on its inspection and supervision results, the Board of Supervisors agrees with the evaluation report on the corporate management and business production operations of the BOD and Executive Board in 2025.

## 3. Evaluation of the Implementation of the 2025 AGM Resolutions:

In 2025, the BOD and Board of General Directors focused on achieving the objectives set by the AGM. The BOD issued timely and appropriate resolutions, while the Board of General Directors demonstrated flexibility in management, closely monitoring market developments. Technical solutions were enhanced to reduce consumption indicators, lower production costs, and improve operational efficiency. The management team and employees made significant efforts in fulfilling their assigned duties.

The business production results for 2025 are reflected in the following key indicators:

No	Items	Unit	Implement ation 2024	Plan 2025	Implement ation 2025	Compare implementation 2025 (%)	
						Compared to implementati on 2024	Compared to plan 2025
A	B	C	1	2	3	4=3/1	5=3/2
1	Industrial production value	billion	1.546	1.501	1.751	113,26	116,66
2	Production output	Ton	406.889	395.000	461.016	113,3	116,71
	- TISCO Steel	Ton	395.634	395.000	461.016	116,53	116,71
	- Steel other	Ton	11.255	-	-	-	-
3	Consumption output	Ton	406.889	395.000	461.016	113,3	116,71
	-TISCO Steel	Ton	395.634	395.000	461.016	116,53	116,71
	- Steel other	Ton	11.255	-	-	-	-



No	Items	Unit	Implement ation 2024	Plan 2025	Implement ation 2025	Compare implementation 2025 (%)	
						<i>Compared to implementati on 2024</i>	<i>Compared to plan 2025</i>
A	B	C	1	2	3	$4=3/1$	$5=3/2$
4	Total revenue	billion	5.338	5.095	5.969	111,82	117,15
5	Profit before tax	billion	14,13	7,20	2,30	16,28	31,94
6	Profit after tax	billion	11,23	5,69	2,30	20,48	40,42
7	Tax payment to the state budget	billion	18,46	15	29,05	157,37	193,67
8	Average labor	People	250	255	249	99,60	97,65
9	Average salary (million VND/ person/month)	Million VND	11,02	10,57	11,74	106,53	111,07

In 2025, the Company carried out its production and business tasks under the impact of a fiercely competitive domestic steel market and strongly fluctuating input material prices. Input billets for production came from various sources, which partially affected the uniformity of chemical composition and caused difficulties in input billet management. The supply of coke oven gas, which partially replaces FO oil used for billet reheating, was at times very low and unstable, adversely affecting the unit's fuel consumption rates. Long-running production equipment on the line showed clear signs of instability, with an increase in major equipment incidents and a limited supply of spare parts for production. The proportion of D10 steel products was high (D10 volume accounted for 34.5% of the total production volume in 2025). The financial situation was highly challenging, leading to difficulties in making settlements and payments to suppliers and banks. Furthermore, unusual weather conditions, storms, and severe flooding in many local areas during the third quarter adversely affected the Company's production and business results.

However, under the leadership of the Board of Directors (BOD) and the efforts of the Executive Board and employees, the Company's business production results in 2025 remained effective: Key targets related to production output, sales volume, revenue, profit, and employee wages all exceeded the planned targets; and the living standards of employees were fundamentally improved.

The key achievements in business management and operations are as follows:

+ Management Activities: Strengthened cost management, implemented effective cost-saving measures, and ensured the full and timely payment of wages and benefits to employees; structured the organization, and employees at departments and workshops in efficient direction; secured adequate working capital for production and business activities; continuously reviewed, revised, and improved internal regulations and policies to enhance corporate governance, striving to achieve the Company's business and production goals in 2025.

+ Technical and Technological Enhancements:

- In 2025, with the goal of reducing costs and lowering product prices, the Technical and Technological Division developed plans; proactively mastered the maintenance, repair, and cleaning of the internal items of the reheating furnace without outsourcing, such as: slag removal and concrete pouring for the furnace hearth during each repair period; introduced new furnace drying methods (due to the very short downtime during each repair), reducing drying time while ensuring the safety of the furnace's internal structure to meet production



output for sales; improved the guide box for D10 products to stabilize the technology, and reduced guide box replacement time; developed plans and successfully organized the production of D32CB4 products from SD295A billets to reduce product prices (previously required SD390 billets).

- Optimized downtime usage during product transitions to replace heat exchangers, preventing furnace overheating issues, periodically maintained bearings in rough rolling stands, significantly reducing bearing failures and eliminating roll shaft breakage...

+ Product Quality Management:

- The Company remained committed to improving product quality to meet customer demands regarding surface color, packaging, and bundle weight. The difference in unit weight between bundles is becoming more uniform and closely complies with TISCO's regulations.

- Maintain good inspection, bending, and quick bending work at the 4-zone cold floor cutting machine to ensure that substandard intermediate frequency billet products are minimized from entering the market, stabilize the difference in weight between bundles, and the weight of bundles produced according to the minimum threshold in operation, creating product competitiveness, meeting customer requirements...

- Input billet control and product rapid bending control were performed regularly, therefore in 2025, no major customer complaints were received regarding broken steel products or substandard products entering the market.

+ Equipment Management:

- Equipment efficiency in 2025 reached 86,14%; significant efforts were made in maintenance and repair, with a structured maintenance schedule to reduce production downtime. Strengthen inspection and control during operation to detect early risks of failure and prevent incidents during production; master and improve equipment performance, ...

- Production teams closely follow the Company's production plan, strictly control the status of equipment on the production line and propose timely repair and maintenance plans for equipment. The Mechanical and Electrical Department and the Mechanical and Electrical Workshop have coordinated smoothly with the Rolling Workshop, proactively implementing equipment repair work interspersed with product changeover stops, coordinating with the Material Planning Department to ensure sufficient spare equipment in terms of quantity and quality. Strictly check the quantity and quality of spare equipment before being accepted into the warehouse.

- Develop a plan, schedule maintenance, maintenance and repair of equipment in a reasonable manner. Through planning in advance, regularly maintain good preparation of enough spare equipment and maintenance, maintenance and repair of equipment.

- Synchronously organize important spare equipment in advance, with potential risks that can easily lead to incidents for backup such as connectors, propeller shafts; Rolling mill motor... Regularly access the equipment status in the machine history to monitor. The operating workers have mastered the equipment, basically meeting the requirements for production. Maintain good industrial hygiene, ensuring safety for people and equipment.

\* Alongside these achievements, there were still some limitations in production:

- Production organization in some departments is not strict, work efficiency is not high; inspection and control work to detect the risk of incidents is sometimes not good, some minor incidents still occur (including subjective causes from employees):

- + About technology: Operational scrap due to slitting guides, jammed looper rollers, and rolled piece defects; failure to flip into K13 repeated multiple times for D10 products. There



is still a subjective phenomenon in the production of single-rolled products, so there are unnecessary incidents such as the rolling stand displacement issue and sagging guide boxes causing scrap; Metal and FO oil consumption rates remained higher than the norms.

+ About equipment: There are still some incidents that take a lot of time, such as: unstable speed of rolling stands K13 and K17; ground faults in the K16 stand motor and the K15 stand motor rotor; unstable operation of MC2 causing mid-billet auto-cuts and long tail cuts; electrical discharge at the CT of feeder cabinet 372; unstable operation of the K17-18 looper; damaged transmission shafts of rolling stands K3, K5, K17, and K15; MC4 clutch failure, damaged bearings in the gearboxes of stands K4 and K13; high consumption of lubricating oil and grease...

- Although there have been many improvements in product quality management and process supervision, there is still customer feedback about product quality such as: short steel bundles, missing bars; uneven bundle ends, and blistered steel surfaces...

- Industrial Hygiene and Environmental Sanitation: Waste classification in some locations of the units was not strictly implemented; through inspections, violation cases have not been strictly handled. Regarding occupational safety and hygiene: in 2025, the Company recorded 01 minor occupational accident.

- Bad debts from 2013 have not been completely resolved.

#### 4. Audit of 2025 Financial Statements.

In 2025, the Company is applying the Enterprise Accounting regime issued together with Circular No. 200/2014/TT-BTC dated December 22, 2014 of the Ministry of Finance and Circular No. 53/2016/TT-BTC dated March 21, 2016 of the Ministry of Finance on amending and supplementing a number of articles of Circular No. 200/2014/TT-BTC.

The Company has applied Vietnamese Accounting Standards and documents guiding the Standards issued by the State. Financial statements are prepared and presented in accordance with the provisions of each Standard, Circular guiding the implementation of Standards and the current Enterprise Accounting Regime being applied. Accounting books are fully opened, recorded, and reflected clearly and honestly.

Based on the Company's 2025 Financial Report and related documents. After reviewing the 2025 Financial Report data, the Board of Supervisors agrees with the indicators on the Financial Report, as well as the assessments of AASC Auditing Company Limited (*Detailed data in the attached appendix*).

#### \* Company's financial situation:

Unit: VND

No	INDICATORS	31/12/2024	31/12/2025	(%) INCREASE (+) DECREASE (-)
<b>I</b>	<b>Total assets</b>	<b>1.288.695.696.300</b>	<b>1.053.377.163.994</b>	<b>-18,26</b>
1	Current asset	608.360.900.973	437.833.061.045	-28,03
2	Non-current asset	680.334.795.327	615.544.102.949	-9,52
<b>II</b>	<b>Total financing capital</b>	<b>1.288.695.696.300</b>	<b>1.053.377.163.994</b>	<b>-18,26</b>
1	Liabilities	983.429.020.575	745.808.168.714	-24,16
2	Owners' equity	305.266.675.725	307.568.995.280	0,75



No	INDICATORS	31/12/2024	31/12/2025	(%) INCREASE (+) DECREASE (-)
<b>III</b>	<b>Business result</b>			
1	Retained profit	-202.733.325.742	-200.431.006.187	-1,14

*(The figures as of December 31, 2024, have been adjusted in accordance with the tax inspection conclusion for the 3-year period from 2021 to 2023 issued by Regional Tax Branch VII).*

### **5. 2026 Board of Supervisors' Operation Plan**

Based on the functions and tasks of the Board of Supervisors as stipulated in the Company's Charter, the Board of Supervisors develops 2026 operation plan with the following main contents:

- Appraise the 2025 financial statements; monitor and inspect the reasonableness, legality and level of prudence in the management, production and business operations of the Company.

- Prepare a report on the Board of Supervisors' activities according to the Charter and submit it to the 2026 Annual General Meeting of Shareholders.

- Submit to the Annual General Meeting of Shareholders to authorize the Company's Board of Directors to decide on the selection of an independent auditing company based on the proposal of the Board of Supervisors to audit the Company's 2026 Financial Report in accordance with the provisions of law.

- Monitor the audit of the semi-annual and annual financial statements of 2026; Coordinate with independent auditors to review the impact of accounting errors (if any).

- Check and supervise the implementation of the Resolution of the General Meeting of Shareholders and the Resolutions of the Board of Directors and the Executive Board of the Company.

- Make a plan to inspect production and business management, management work... according to the State's regulations, the Charter and the Company's regulations.

- Conduct unscheduled inspections and controls when requested by the Board of Directors; shareholders or groups of shareholders according to the provisions of the Enterprise Law and the Company's Charter.

### **6. Recommendations.**

- + Request the Company to continue reviewing and developing a plan to implement the arrangement of the labor organization structure according to TISCO's policy with the motto of prioritizing direct production workers and effectively using indirect workers...;

- + Request units in the Company to be proactive in training and retraining existing human resources in the conditions of intermittent production to meet production requirements;

- + Request the Company to actively urge customers to collect bad debts arising from 2013 that have not been completely resolved.

Above are the results of inspection and supervision in 2025 and the 2026 operation plan of the Company's Board of Supervisors.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.



***Recipients:***

- As above;
- Members of the Board of Directors and Board of Supervisors;
- Board of General Directors, Chief Accountant;
- The shareholders;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office, /.

**O/B. BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**



**Do Thuy Huong**



# APPENDIX OF FINANCIAL REPORT AUDIT DATA

## BALANCE SHEET

In December 31, 2025

Unit: VND

No.	Indicators	CODE	REPORT NUMBER	APPRAISAL NUMBER	DIFFERE NCE
	<b><u>TOTAL ASSETS</u></b>	-	<b><u>1.053.377.163.994</u></b>	<b><u>1.053.377.163.994</u></b>	-
<b>A</b>	<b>CURRENT ASSETS</b>	<b>100</b>	<b>437.833.061.045</b>	<b>437.833.061.045</b>	-
<b>I</b>	<b>Cash and Cash Equivalents</b>	<b>110</b>	<b>175.724.380</b>	<b>175.724.380</b>	-
1	Cash	111	175.724.380	175.724.380	-
<b>II</b>	<b>Short-term Receivables</b>	<b>130</b>	<b>401.640.899.252</b>	<b>401.640.899.252</b>	-
1	Short-term trade receivables	131	400.210.169.993	400.210.169.993	-
2	Short-term prepayments to suppliers	132	1.115.835.409	1.115.835.409	-
3	Other Short-term Receivables	136	489.174.803	489.174.803	-
4	Provision for short-term doubtful debts	137	-174.280.953	-174.280.953	-
<b>III</b>	<b>Inventories</b>	<b>140</b>	<b>32.893.772.355</b>	<b>32.893.772.355</b>	-
1	Inventories	141	32.893.772.355	32.893.772.355	-
2	Provision for inventory write-down	149	-	-	-
<b>IV</b>	<b>Other Current Assets</b>	<b>150</b>	<b>3.122.665.058</b>	<b>3.122.665.058</b>	-
1	Short-term Prepaid Expenses	151	3.122.665.058	3.122.665.058	-
2	Taxes and Other Receivables from the State	153	-	-	-
<b>B</b>	<b>NON-CURRENT ASSETS</b>	<b>200</b>	<b>615.544.102.949</b>	<b>615.544.102.949</b>	-
<b>I</b>	<b>Fixed Assets</b>	<b>220</b>	<b>590.730.356.548</b>	<b>590.730.356.548</b>	-
<b>1</b>	<b><i>Tangible Fixed Assets</i></b>	<b>221</b>	<b><i>590.405.153.957</i></b>	<b><i>590.405.153.957</i></b>	-
	Historical Costs	222	1.259.357.199.603	1.259.357.199.603	-
	Accumulated Depreciation	223	-668.952.045.646	-668.952.045.646	-
<b>2</b>	<b><i>Intangible Fixed Assets</i></b>	<b>227</b>	<b><i>325.202.591</i></b>	<b><i>325.202.591</i></b>	-
	- Historical costs	228	596.000.000	596.000.000	-
	- Accumulated amortization	229	-270.797.409	-270.797.409	-



No.	Indicators	CODE	REPORT NUMBER	APPRAISAL NUMBER	DIFFERE NCE
II	Other long-term asset	260	24.813.746.401	24.813.746.401	-
	- Long-term Prepaid Expenses	261	24.813.746.401	24.813.746.401	-
	<b><u>CAPITAL</u></b>	-	<b><u>1.053.377.163.994</u></b>	<b><u>1.053.377.163.994</u></b>	-
A	<b>LIABILITIES</b>	300	745.808.168.714	745.808.168.714	-
I	<b>Current Liabilities</b>	310	745.808.168.714	745.808.168.714	-
1	Short-term trade payables	311	491.627.011.546	491.627.011.546	-
2	Short-term Advance from Customers	312	-	-	-
3	Taxes and other payables to State budget	313	1.746.876.309	1.746.876.309	-
4	Payables to Employees	314	3.968.604.555	3.968.604.555	-
5	Short-term accrued expenses	315	301.060.567	301.060.567	-
6	Other Short-term payments	319	169.446.175	169.446.175	-
7	Short-term borrowings and finance lease liabilities	320	247.995.169.562	247.995.169.562	-
8	Bonus and Welfare Fund	322	-	-	-
II	<b>Non-current Liabilities</b>	330	-	-	-
1	Long-term borrowings and finance lease liabilities	338	-	-	-
B	<b>OWNER'S EQUITY</b>	400	307.568.995.280	307.568.995.280	-
I	<b>Owner's Equity</b>	410	307.568.995.280	307.568.995.280	-
1	<b>Contributed Capital</b>	411	508.000.001.467	508.000.001.467	-
	<i>Ordinary shares with voting rights</i>	411a	508.000.001.467	508.000.001.467	-
2	<b>Retained earnings</b>	421	-200.431.006.187	-200.431.006.187	-
	<i>Retained earnings accumulated till the end of the previous year</i>	421a	-202.733.325.742	-202.733.325.742	-
	<i>Retained earnings of the current year</i>	421b	2.302.319.555	2.302.319.555	-

(The figures as of January 01, 2025 - have been adjusted in accordance with the tax inspection conclusion for the 3-year period 2021-2023 issued by Regional Tax Branch VII)

**O/B. BOARD OF SUPERVISORS  
HEAD OF THE BOARD**



**Do Thuy Huong**



No: 141 TTr-HDQT

Thai Nguyen, May 11, 2026

**PROPOSAL**

**Re: The discharge of a member of the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term**

**To: The 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,**

*Pursuant to the Law on Enterprises 2020; the Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter on Organization and Operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint Stock Company promulgated under Decision No. 39/QD-HDQT dated June 24, 2021 by the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling Joint Stock Company promulgated under Decision No. 40/QD-HDQT dated June 24, 2021 by the Board of Directors;*

On April 09, 2026, the Board of Directors of Thai Trung Rooling Joint Stock Company received the Resignation Letter from the position of Chairman of the Board of Directors and member of the Board of Directors of Thai Trung Rooling Joint Stock Company from Mr. Hoang Danh Son.

Reason for resignation: Reaching retirement age.

The Board of Directors of Thai Trung Rooling Joint Stock Company respectfully submits to the General Meeting of Shareholders to approve the discharge of Mr. Hoang Danh Son from his membership on the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term.

Respectfully submitted to the General Meeting for consideration and approval.

**Recipient:**

- As above;
- BOD members; Supervisory Board;
- Board of Management; Chief Accountant;
- Shareholders;
- www.ttr.com.vn;
- Archives: Admin, Company Secretary.

**O/B. BOARD OF DIRECTORS**

**CHAIRMAN**

**CÔNG TY  
CỔ PHẦN  
CÁN THÉP  
THÁI TRUNG**

**Hoang Danh Son**



No: 15 / TTr-HDQT

Thai Nguyen, May 11, 2026

## PROPOSAL

**Regarding the approval of the Regulations on the supplementary election and replacement of members of the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term**

**To: The 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,**

*Pursuant to the Law on Enterprises 2020; the Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter on Organization and Operation of Thai Trung Rooling JSC approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling JSC promulgated under Decision No. 39/QD-HDQT dated June 24, 2021 by the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling JSC promulgated under Decision No. 40/QD-HDQT dated June 24, 2021 by the Board of Directors;*

*Pursuant to Proposal No. 14/TTr-HDQT dated May 11, 2026 of the Board of Directors regarding the discharge of a member of the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term;*

The Board of Directors of Thai Trung Rooling Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders to approve the "Regulations on the supplementary election and replacement of members of the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term" (with the Regulations attached) to serve as the basis for the supplementary election and replacement of members to the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term at the 2026 Annual General Meeting of Shareholders.

**Recipient:**

- As above;
- BOD members; Supervisory Board;
- Board of Management; Chief Accountant;
- Shareholders;
- www.ttr.com.vn;
- Archives: Admin, Company Secretary.

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Hoang Danh Son**



## REGULATIONS

### **On the supplementary election and replacement of members of the Board of Directors for the 2023-2028 term at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company**

*Pursuant to the Law on Enterprises 2020; the Law on Securities 2019;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the  
Government detailing a number of articles of the Law on Securities;*

*Pursuant to the amended and supplemented Charter on Organization and  
Operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual  
General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung  
Rooling Joint Stock Company promulgated under Decision No. 39/QĐ-HĐQT dated  
June 24, 2021, by the Board of Directors;*

The 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint  
Stock Company conducts the supplementary election of members to the Board of  
Directors for the 2023-2028 term according to the following contents:

#### **Article 1. Subjects of the election.**

Shareholders owning voting shares or authorized representatives of shareholders  
owning voting shares according to the list of securities owners of Thai Trung Rooling  
Joint Stock Company (Stock Code: TTS) as of the final registration date of May 05,  
2026, provided by the Vietnam Securities Depository and Clearing Corporation.

#### **Article 2. Qualifications for a member of the Board of Directors.**

Members of the Board of Directors must meet the standards and conditions  
stipulated in Clause 1, Article 155 of the Law on Enterprises 2020; and Clause 1, Article  
18 of the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint  
Stock Company promulgated under Decision No. 39/QĐ-HĐQT dated June 24, 2021,  
by the Board of Directors.

#### **Article 3. Nomination and candidacy for the Board of Directors and the number of members to be elected for supplementation.**

##### **1. Nomination and candidacy for the Board of Directors.**



A shareholder or a group of shareholders owning shares of Thai Trung Rooling Joint Stock Company (Stock code: TTS) according to the list provided by the Vietnam Securities Depository and Clearing Corporation as of the final registration date of May 05, 2026, has the right to aggregate their voting rights to nominate candidates for the Board of Directors, specifically: Shareholders or groups of shareholders owning from 5% to less than 10% of the total voting shares may nominate a maximum of 01 (one) candidate; owning from 10% to less than 30% may nominate a maximum of 02 (two) candidates; owning from 30% to less than 40% may nominate a maximum of 03 (three) candidates; owning from 40% to less than 50% may nominate a maximum of 04 (four) candidates; owning from 50% to less than 60% may nominate a maximum of 05 (five) candidates; owning from 60% to less than 70% may nominate a maximum of 06 (six) candidates; owning from 70% to less than 80% may nominate a maximum of 07 (seven) candidates; owning from 80% to less than 90% may nominate a maximum of 08 (eight) candidates.

**2. The number of members of the Board of Directors for the 2023-2028 term to be elected for supplementation.**

The number of members of the Board of Directors to be additionally elected is 01 person.

**3. Nomination and candidacy dossiers.**

- Application for nomination or candidacy to the Board of Directors.
- Certified copy of Citizen Identification Card/Passport.
- Certified copies of professional and vocational diplomas/degrees.
- Curriculum Vitae (Resume).

(The templates for the Minutes of the shareholder group meeting, nomination application, and candidate's curriculum vitae are attached to these Regulations).

**Article 4. Ballots and filling out ballots:**

**1. List of candidates for the Board of Directors**

The list of candidates is arranged in alphabetical order (ABC) by name, with their full names written on the ballot.

**2. Ballots and filling out ballots.**

- Ballots are printed according to a uniform template, stating the total number of voting rights, and stamped with the corner seal of Thai Trung Rooling Joint Stock Company in the upper left corner of the ballot.



- Shareholders/authorized representatives are issued ballots to elect members of the Board of Directors.

- In case of a mistake while filling out the ballot, a shareholder may request the Vote Counting Committee to exchange it for a new one.

#### **Article 5. Voting method.**

1. Voting for the supplementary election of members to the Board of Directors shall be conducted by secret ballot using the cumulative voting method.

2. Each shareholder has a total number of votes corresponding to the number of voting shares (including those owned and authorized) multiplied by the number of Board of Directors members to be additionally elected.

3. Conducting the election. Shareholders/authorized representatives shall execute the method of recording voting rights for their selected candidates: Shareholders/authorized representatives write the number of voting rights directly into the blank box next to their chosen candidate. The number of voting rights given to each candidate may vary depending on the shareholder's trust in each candidate. The total number of voting rights a shareholder casts for all candidates must not exceed the total voting rights held by the shareholder/authorized representative.

(There is an Appendix guiding cumulative voting attached).

#### **Article 6. Invalid ballots.**

1. Ballots not issued by the Organizing Committee, lacking the Company's corner seal in the upper left corner.

2. Ballots adding names of people not on the candidate list.

3. Ballots where the total voting rights cast for candidates exceed the total voting rights of the shareholder/authorized representative.

4. Ballots without the signature of the shareholder/authorized representative.

5. Ballots with unclear handwriting or numbers leading to illegibility.

#### **Article 7. Vote Counting Committee, principles of voting and vote counting.**

##### **1. Vote Counting Committee.**

a) The Vote Counting Committee is nominated by the Presidium and approved by the General Meeting of Shareholders.

b) The Vote Counting Committee's responsibilities:



- Introduce the content and instructions on how to fill out voting and election ballots;

- Carry out the vote-counting procedures for electing members of the Board of Directors;

- Notify the results to the Chairperson and the Secretariat of the Meeting, and assist the Chairperson in announcing the vote counting results to the General Meeting;

- Take responsibility for the honesty and accuracy of the vote counting results.

c) Members of the Vote Counting Committee must not be on the list of nominees or candidates for the Board of Directors.

## **2. Principles of voting and vote counting.**

a) The Vote Counting Committee shall inspect the ballot box in the presence of shareholders;

b) The voting process begins when the ballot distribution is completed and ends when the last shareholder casts their ballot into the ballot box;

c) The vote counting shall be conducted immediately after the voting ends;

d) The vote counting results shall be recorded in writing and announced by the Head of the Vote Counting Committee before the General Meeting.

## **Article 8. Principles for winning the election to the Board of Directors.**

a) The successful candidate for the Board of Directors is determined by the number of voting rights and must be the candidate with the highest number of votes.

b) In case two or more candidates receive an equal and highest number of votes, a re-election will be conducted among those candidates with the equal highest votes to determine the 01 candidate with the highest votes to be elected to the Board of Directors.

## **Article 9. Preparation and announcement of the Vote Counting Minutes.**

- After counting the votes, the Vote Counting Committee must prepare a vote counting minute. The contents of the vote counting minute include: Total number of ballots issued, total number of ballots collected, number of valid ballots, invalid ballots, blank ballots; and the number of votes cast for each candidate to the Board of Directors;

- The full text of the Vote Counting Minutes must be announced before the General Meeting.

## **Article 10. Complaints regarding the election and vote counting.**



Complaints from shareholders regarding the election and vote counting will be resolved by the Chairperson of the General Meeting and recorded in the Minutes of the General Meeting of Shareholders.

**Article 11. Implementation provisions.**

Complaints regarding the election and vote counting will be resolved by the meeting's Chairperson and recorded in the minutes of the General Meeting of Shareholders.

These Regulations consist of 11 articles and shall take effect immediately upon being voted on and approved by the 2026 Annual General Meeting of Shareholders. ~~##~~

**O/B. BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**Hoàng Danh Sơn**



**Appendix**  
**GUIDANCE ON CUMULATIVE VOTING**

*(Attached to the Regulations on the supplementary election of members of the Board of Directors for the 2023-2028 term at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company)*

The General Meeting of Shareholders votes to elect 01 member of the Board of Directors from 02 candidates A and B. Shareholder Nguyen Van X holds (including owned and authorized) 9,000 voting shares. In this case, the total number of voting rights of shareholder Nguyen Van X is:  $(9,000 \times 1) = 9,000$  voting rights.

Shareholder Nguyen Van X may cast cumulative votes using one of the following methods:

a) Accumulate all 9,000 of his voting rights for 01 candidate for the Board of Directors.

No.	Full name of candidate	Number of votes
1	Candidate A	9,000
2	Candidate B	

b) Divide the 9,000 voting rights equally between 02 candidates for the Board of Directors (equivalent to each candidate receiving 4,500 voting rights from shareholder Nguyen Van X). For example:

No.	Full name of candidate	Number of votes
1	Candidate A	4,500
2	Candidate B	4,500

c) Divide his 9,000 voting rights between 02 candidates for the Board of Directors in different proportions, provided that the total number of voting rights cast for the candidates does not exceed 9,000 voting rights.

No.	Full name of candidate	Number of votes
1	Candidate A	6,000
2	Candidate B	3,000

The shareholder's ballot shall be invalid according to Article 6 of the Regulations on the supplementary election of members of the Board of Directors for the 2023-2028 term at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company.



**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

4x6 photo  
(latest color  
photo, with an  
overlapping seal  
from the agency  
verifying the  
curriculum vitae)

**CURRICULUM VITAE**

*(Used for candidates for the supplementary election and replacement of members  
of the Board of Directors of Thai Trung Rooling Joint Stock Company for the  
2023-2028 term at the 2026 Annual General Meeting of Shareholders)*

**I. PERSONAL INFORMATION:**

1. Birth name: .....
2. Commonly used name: .....
3. Alias: .....
4. Citizen Identification Card/Passport No: ..... Date of issue: .....  
Place of issue .....
5. Gender: ☐ Male ☐ Female
6. Date of birth: .....
7. Place of birth: .....
8. Original nationality: .....
9. Current nationality: .....
10. Ethnicity: ..... Religion: .....
11. Place of origin: .....
12. Permanent address as per family register: .....
13. Permanent address as per Citizen ID Card: .....
14. Current residential address: .....
15. Date of joining the Communist Party (if a member): .....
16. Core competencies/Professional strengths: .....
17. Name of the represented organization (if any): .....
18. Address of the authorizing organization: .....
19. Number of personally owned shares at Thai Trung: .....
20. Number of authorized shares represented at Thai Trung: .....
21. Educational level: .....
22. Professional qualifications (specify the course): .....
23. Foreign language proficiency: .....
24. Working process (summarize workplaces, positions, and occupations since the age of 18):

From (Month/Year)	To (Month/Year)	Position, workplace



25. Rewards/Awards: .....
26. Disciplinary actions: .....
27. Current position at Thai Trung (if any): .....
28. Positions held at other organizations: .....
29. Legal violations (if any): .....

**II. FAMILY RELATIONSHIPS:** Biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, brother-in-law, sister-in-law of the declarant.

No.	Full name	Year of birth	Position, Workplace	Relationship

### III. LEGAL COMMITMENT:

I commit to not violating the provisions of current laws and shall bear full legal responsibility for this declaration.

**Confirmation from the  
agency/unit/ward/commune\***  
(Sign and seal)

..... date ..... month ..... year 2026  
**Declarant**  
(Sign and state full name)

**Note:**

\* Confirmation from the agency, unit, or the People's Committee of the ward/commune where the candidate registers their permanent residence (if the individual does not work at a legal entity)



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**MINUTES OF SHAREHOLDER GROUP MEETING**

**Regarding the nomination of a candidate to the Board of Directors of Thai Trung  
Roolling Joint Stock Company Term 2023-2028 at the 2026 Annual General Meeting  
of Shareholders**

At ..... hours, on ..... day of ..... 2026, at ....., we are a group of shareholders of Thai Trung Roolling Joint Stock Company, holding a total of ..... shares (in words: .....), representing .....% of the total voting shares of the Company. Below is the information of each shareholder in the group:

No.	Shareholder Name	ID/Business Registration No.	Address	Number of Shares	Signature
1					
2					
3					
...					
	<b>Total</b>	<b>x</b>	<b>x</b>		<b>x</b>

**We unanimously nominate:**

Mr./Ms.: .....

ID/Passport No.: ..... Issued on: ..... Place of issue: .....

Permanent address: .....

Professional qualifications: .....

- Number of personally owned shares: ..... shares

- Number of authorized shares: ..... shares

Total shares owned and authorized: ..... shares (in words: .....),  
representing .....% of total voting shares of the Company.

As a candidate for additional election/replacement to the Board of Directors of Thai Trung Roolling Joint Stock Company for the term 2023-2028 at the 2026 Annual General Meeting of Shareholders.

....., day ..... month ..... 2026

**REPRESENTATIVE OF SHAREHOLDER GROUP**

(Signature and full name)



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**Independence - Freedom - Happiness**

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**NOMINATION APPLICATION FOR CANDIDATE TO THE BOARD OF  
DIRECTORS**

**THAI TRUNG ROOLING JOINT STOCK COMPANY TERM 2023-2028**  
**At the 2026 Annual General Meeting of Shareholders**

**To: The Organizing Committee of the 2026 Annual General Meeting of Shareholders**  
**Thai Trung Rooling Joint Stock Company**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Regulation on additional election/replacement of members of the Board of Directors for the term 2023-2028 at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company.

Name of organization/shareholder group: .....

Being a shareholder/shareholder group of Thai Trung Rooling Joint Stock Company, holding  
..... shares, representing .....% of total voting shares of the Company.

**Name of organization/shareholder group:** .....

**Unanimously nominate:**

Mr./Ms.: .....

ID/Passport No.: ..... Issued on: .....; Place of issue: .....

Permanent address: .....

Professional qualifications: .....

- Number of personally owned shares: ..... shares

- Number of authorized shares: ..... shares

Total shares owned and authorized: ..... shares (in words: .....),  
representing .....% of total voting shares of the Company.

As a candidate for additional election/replacement to the Board of Directors of Thai Trung Rooling Joint Stock Company for the term 2023-2028 at the 2026 Annual General Meeting of Shareholders.

Sincerely thank you!

**Attached documents:**

- Minutes of shareholder group meeting (if any);
- Copies of professional qualifications;
- Copy of ID/Passport;
- Curriculum Vitae.

....., day ..... month ..... 2026

**REPRESENTATIVE OF**

**ORGANIZATION/SHAREHOLDER GROUP**

(Signature, full name, seal if applicable)

**Note:** Organizational shareholders may replace this Application with a Nomination Decision.



No: 16 / CBTT-HDQT

Thai Nguyen, May 11, 2026

## PROPOSAL

**Regarding the approval of the list of nominations and candidacies for the supplementary election of a member to the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term**

**To: The 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,**

*Pursuant to the Law on Enterprises 2020; the Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter on Organization and Operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint Stock Company promulgated under Decision No. 39/QD-HDQT dated June 24, 2021 by the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling Joint Stock Company promulgated under Decision No. 40/QD-HDQT dated June 24, 2021 by the Board of Directors;*

*Pursuant to the Regulations on the supplementary election of members to the Board of Directors of Thai Trung Steel Rooling Joint Stock Company for the 2023-2028 term at the 2026 Annual General Meeting of Shareholders;*

*Pursuant to Official Letter No. 284/GTTN-TCLD dated April 09, 2026, of Thai Nguyen Iron and Steel JSC (a shareholder owning 47,587,653 shares, corresponding to 93.68% of the charter capital of Thai Trung Rooling Joint Stock Company) regarding the change of personnel representing the capital contribution of Thai Nguyen Iron and Steel JSC at Thai Trung Rooling Joint Stock Company, and the nomination of personnel to join the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term;*

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders the list of nominations and candidacies for the Board of Directors of Thai Trung Steel Rooling Joint Stock Company for the 2023-2028 term, with the candidate's information as follows:

Mr.: To Manh Hung

Year of birth: 1985

Professional qualifications: Metallurgical Engineer; Bachelor of Business Administration.

Position and workplace: Deputy Chief of Office, Secretary to the General Director of Thai Nguyen Iron and Steel Joint Stock Company.

Respectfully submitted to the General Meeting for consideration and approval.



***Attached documents:***

Candidacy dossier for the Board of Directors member position of Mr. To Manh Hung.

***Recipient:***

- As above;
- BOD members; Supervisory Board;
- Board of Management; Chief Accountant;
- Shareholders;
- www.ttr.com.vn;
- Archives: Admin, Company Secretary.

**O/B. BOARD OF DIRECTORS**

**CHAIRMAN**



**Hoàng Danh Sơn**





## **CURRICULUM VITAE**

*(Used for candidates for the supplementary election and replacement of members of the Board of Directors of Thai Trung Rooling Joint Stock Company for the 2023-2028 term at the 2026 Annual General Meeting of Shareholders)*

### **I. PERSONAL INFORMATION:**

1. Birth name: TO MANH HUNG
2. Commonly used name: TO MANH HUNG
3. Alias: None
4. Citizen Identification Card/Passport No: \_\_\_\_\_ Date of issue: 2025  
Place of issue: Police Department for Administrative Management of Social Order
5. Gender: Male
6. Date of birth: 1985
7. Place of birth: Iron and Steel Hospital
8. Original nationality: Vietnamese
9. Current nationality: Vietnamese
10. Ethnicity: Kinh Religion: None
11. Place of origin: Bac Ly Commune, Ninh Binh Province
12. Permanent address as per family register: House No. \_\_\_\_\_,  
Tich Luong Ward, Thai Nguyen Province
13. Permanent address as per Citizen ID Card: \_\_\_\_\_, Tich Luong  
Ward, Thai Nguyen Province
14. Current residential address: \_\_\_\_\_, Gia Sang Ward,  
Thai Nguyen Province
15. Date of joining the Communist Party (if a member): September 10, 2010; *Official*: September 10, 2011
16. Core competencies/Professional strengths: Administration / Management
17. Name of the represented organization (if any): Thai Trung Rooling Joint Stock Company
18. Address of the authorizing organization: Residential Group Cam Gia 13, Gia Sang Ward, Thai Nguyen Province
19. Number of personally owned shares at Thai Trung: None
20. Number of authorized shares represented at Thai Trung: 23,793,827 shares
21. Educational level: 12/12 (*High School Diploma*)
22. Professional qualifications (specify the course): Metallurgical Engineer graduated in 2012, Bachelor of Business Administration.
23. Foreign language proficiency: English Level A
24. Working process (summarize workplaces, positions, and occupations since the age of 18):



<b>From (Month/Year)</b>	<b>To (Month/Year)</b>	<b>Position, workplace</b>
March 2007	June 2009	Worker at Luu Xa Steel Rolling Plant - Thai Nguyen Iron and Steel Company
July 2009	August 2013	Worker at the Branch of Thai Nguyen Iron and Steel Joint Stock Company - Luu Xa Steel Rolling Plant
September 2013	May 2017	Specialist, Youth Union Officer of Thai Nguyen Iron and Steel Joint Stock Company
June 2017	August 2018	Deputy Secretary, Chairman of the Inspection Committee of the Company's Youth Union; Chairman of the Iron and Steel Youth Club; Member of the Inspection Committee of the Company's Trade Union
September 2018	February 2019	Specialist of the Company Office, Secretary to the General Director of the Company
March 2019	Present	Deputy Chief of Office, Secretary to the General Director of the Company

25. Rewards/Awards: Certificate of Merit from the Central Committee of the Ho Chi Minh Communist Youth Union, Thai Nguyen Provincial Youth Union.

26. Disciplinary actions: None

27. Current position at Thai Trung (if any): None

28. Positions held at other organizations: Deputy Chief of Office, Secretary to the General Director of Thai Nguyen Iron and Steel Joint Stock Company.

29. Legal violations (if any): None

**II. FAMILY RELATIONSHIPS:** Biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, brother-in-law, sister-in-law of the declarant.

<b>No.</b>	<b>Full name</b>	<b>Year of birth</b>	<b>Position, Workplace</b>	<b>Relationship</b>
1	To Quang Tien	1961	Retired worker of Iron and Steel JSC	Biological father
2	Luong Thi Kim Oanh	1967	Housewife	Biological mother
3	Mai Van Hung	1958	Retired worker of Iron and Steel JSC	Father-in-law
4	Cao Thi Mai	1959	Retired worker of Iron and Steel JSC	Mother-in-law
5	Mai Binh Minh	1985	Transaction Accountant at Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank), Luu Xa Thai Nguyen Branch	Wife
6	To Thi Thanh Hien	2012	, Tich Luong Ward,	Biological daughter



No.	Full name	Year of birth	Position, Workplace	Relationship
			Thai Nguyen Province; Middle school student at Huong Son Secondary School	
7	To Minh Quan	2015	, Tich Luong Ward, Thai Nguyen Province; Primary school student at Huong Son Primary School	Biological son
8	Mai Thanh Xuan	1979	Employee of Southern Service Flight Company (SSFC)	Sister-in-law

### III. LEGAL COMMITMENT:

I commit to not violating the provisions of current laws and shall bear full legal responsibility for this declaration.

**Confirmation from the  
agency/unit/ward/commune\*  
THAI NGUYEN IRON AND STEEL JSC**

(Sign and seal)

**Nguyen Xuan Truong**

*Thai Nguyen, April 08, 2026*  
**Declarant**

*(Signed)*

**To Manh Hung**



SOCIALIST REPUBLIC OF VIETNAM

Hanoi University of Science and Technology  
PRESIDENT

has conferred

**THE DEGREE OF ENGINEER**  
**METALLURGICAL ENGINEERING**

Upon Mr. *To Manh Hung*  
Date of Birth :  1985  
Year of Graduation : 2012  
Degree Classification : *Average good*  
Mode of Study : *Part-time*

*Hanoi, 15 October 2012*



**CÔNG CHỨNG VIÊN**  
**Quách Linh Chi**

Reg. No: KS2012/0891

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

**BẢN SAO**



**HIỆU TRƯỞNG**

Trường Đại học Bách khoa Hà Nội

cấp

**BẰNG KỸ SƯ**  
**KỸ THUẬT LUYỆN KIM**

*(Chuyên ngành Cơ học vật liệu và cán kim loại)*

Cho ông *Tô Mạnh Hưng*  
Ngày sinh  /1985  
Năm tốt nghiệp : 2012  
Xếp loại tốt nghiệp : *Trung bình khá*  
Hình thức đào tạo : *Vừa làm vừa học*

*Hà Nội, ngày 15 tháng 10 năm 2012*



Số hiệu: TC 001956

Số vào sổ cấp bằng: KS2012/0891

*GS. Nguyễn Trọng Giảng*





SOCIALIST REPUBLIC OF VIETNAM

THE RECTOR

UNIVERSITY OF ECONOMICS AND BUSINESS ADMINISTRATION

THAI NGUYEN UNIVERSITY

has conferred

**THE DEGREE OF BACHELOR**

**BUSINESS ADMINISTRATION**

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

**BẢN SAO**

HIỆU TRƯỞNG

TRƯỜNG ĐẠI HỌC KINH TẾ VÀ QUẢN TRỊ KINH DOANH

ĐẠI HỌC THÁI NGUYÊN

cấp

**BẰNG CỬ NHÂN**

**QUẢN TRỊ KINH DOANH**

Upon: *Mr. Co Manh Hung*

Cho: *Ông Co Manh Hung*

Date of birth: *1985*

Ngày sinh: *1/1985*

Year of graduation: *2015*

Năm tốt nghiệp: *2015*

Degree classification: *Ordinary*

Xếp loại tốt nghiệp: *Trung bình*

Mode of study: *Full-time*

Hình thức đào tạo: *Chính quy*

Thainguyen, January 08, 2015

Thái Nguyên, ngày 08 tháng 01 năm 2015



**CÔNG CHỨNG VIÊN**  
**Quách Linh Chi**

Số hiệu: 0022128

Số vào sổ cấp bằng: *787/Q5*



PGS.TS Trần Chí Thiện

Reg. No:



No: 17 /TTr-HDQT

Thai Nguyen, May 11, 2026

**SUBMISSION**

**On approving of the audited financial statements for the accounting period from January 1, 2025 to December 31, 2025; Distribution of profits and dividends for 2025; Plan for distribution of profits and dividends for 2026**

To: Annual General Meeting of Shareholders 2026  
Thai Trung Rooling Joint Stock Company,

*Pursuant to the Law on Enterprises 2020; Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter of organization and operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint Stock Company issued together with Decision No. 39/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling Joint Stock Company issued together with Decision No. 40/QD-HDQT dated June 24, 2021 of the Board of Directors;*

The Board of Directors of Thai Trung Rooling Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders on approval of the audited financial statements for the accounting period from January 1, 2025 to December 31, 2025; Distribution of profits and dividends for 2025; Plan for distribution of profits and dividends for 2026 of Thai Trung Rooling Joint Stock Company, as follows:

**I. SOME INDICATORS ON ASSETS AND CAPITAL SOURCES IN 2025:**

**A. ASSETS:**

- Opening balance:	1.288.695.696.300 VND
- Closing balance:	1.053.377.163.994 VND
Compared to the beginning of the period decreased:	235.318.532.306 VND

*In there:*

**1. Current assets:**

- Opening balance:	608.360.900.973 VND
- Closing balance:	437.833.061.045 VND
Compared to the beginning of the period decreased:	170.527.839.928 VND

*Due to:*

+ Cash and cash equivalents decreased:	741.105.414 VND
+ Short-term receivables decreased:	170.907.548.360 VND



+ Inventories increased:	410.710.265	VND
+ Other Current assets increased:	710.103.581	VND

## **2. Non-current assets:**

- Opening balance:	680.334.795.327	VND
- Closing balance:	615.544.102.949	VND
Compared to the beginning of the period decreased:	64.790.692.378	VND

### *Due to:*

+ Fixed assets decreased:	66.073.700.448	VND
+ Other long-term assets increased:	1.283.008.070	VND

## **B. CAPITAL**

- Opening balance:	1.288.695.696.300	VND
- Closing balance:	1.053.377.163.994	VND
Compared to the beginning of the period decreased:	235.318.532.306	VND

### *In there:*

## **1. Liabilities:**

- Opening balance:	983.429.020.575	VND
- Closing balance:	745.808.168.714	VND
Compared to the beginning of the period decreased:	237.620.851.861	VND

### *Due to:*

+ Current liabilities decreased:	237.620.851.861	VND
----------------------------------	-----------------	-----

## **2. Owner's equity:**

- Opening balance:	305.266.675.725	VND
- Closing balance:	307.568.995.280	VND
Compared to the beginning of the period increased:	2.302.319.555	VND

### *Due to:*

+ Profit after tax:	2.302.319.555	VND
---------------------	---------------	-----

## **II. DISTRIBUTION OF PROFITS AND DIVIDENDS IN 2025.**

- Profit after tax in 2025:	2,3	billion VND
- Accumulated loss up to December 31, 2025:	200,43	billion VND
Pursuant to Article 135 of the current Enterprise Law, in 2025 Thai Trung Rooling Joint Stock Company will not have any profit to pay dividends.		

## **III. PROFIT AND DIVIDEND DISTRIBUTION PLAN FOR 2026.**

- Planned profit after tax (estimated) profit:	8,26	billion VND
- In 2026, there are still accumulated losses, so according to Article 135 of the current Enterprise Law, Thai Trung Rooling Joint Stock Company has no profit to pay dividends.		



Respectfully submit to the General Meeting of Shareholders for consideration and approval./

**Recipients:**

- As above;
- Board of Directors members,
- Company Board of Supervisors;
- General Director;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office; Company Secretary;

*Chức vụ*

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Hoàng Danh Sơn**



No: 18 /TTr-HDQT

Thai Nguyen, May 11, 2026

**SUBMISSION**

**On approving of the 2026 business production plan  
of Thai Trung Rooling Joint Stock Company**

To: General Meeting of Shareholders Annual 2026  
Of Thai Trung Rooling Joint Stock Company,

*Pursuant to the Law on Enterprises 2020; Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter of organization and operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint Stock Company issued together with Decision No. 39/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling Joint Stock Company issued together with Decision No. 40/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the results of the implementation of the 2025 Production and Business Plan of Thai Trung Rooling Joint Stock Company,*

The Board of Directors of Thai Trung Rooling Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders some key targets on the 2026 production and business plan, as follows:

- Industrial production value:	1.710	billion VND
- Total rolled steel output:	450.000	ton
- Consumption output:	450.000	ton
- Total revenue:	5.805	billion VND
- Profit before tax:	8,29	billion VND
- Profit after tax:	8,26	billion VND
- Tax payment to the state budget:	16,00	billion VND
- Average number of employees:	255	People
- Average salary:	11,70	million VND/person-month

Respectfully submit to the 2026 Annual General Meeting of Shareholders for approval.

**Recipients:**

- As above;
- Board of Directors; Board of Supervisors;
- Shareholders;
- Board of General Directors;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office, Materials Planning Department;
- Company Secretary

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Hoàng Danh Sơn**



No: *19* /TTr-HDQT

*Thai Nguyen, May 11, 2026*

**SUBMISSION**

**On approving the policy of signing contracts and transactions  
with Thai Nguyen Iron and Steel Joint Stock Company**

To: General Meeting of Shareholders Annual 2026  
Thai Trung Rooling Joint Stock Company,

*Pursuant to Enterprise Law 59/2020/QH14 June 17, 2020;*

*Pursuant to Securities Law No.54/2019/QH14 dated November 26, 2019;*

*Pursuant to the amended and supplemented Charter of organization and operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint Stock Company issued together with Decision No. 39/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling Joint Stock Company issued together with Decision No. 40/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the 2026 Business Production Plan of Thai Trung Rooling Joint Stock Company,*

To ensure that the Company's business and production activities comply with the provisions of the Enterprise Law 59/2020/QH14 dated June 17, 2020; Securities Law No. 54/2019/QH14 dated November 26, 2019 on corporate governance applied regarding the Public company and the Charter of organization and operation of Thai Trung Rooling Joint Stock Company, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders to review and approve all contracts and transactions: purchase and sale of materials, raw materials, fuels for production; purchase and sale of construction steel under the TISCO brand or processing of rolled steel between Thai Trung Rooling Joint Stock Company and Thai Nguyen Iron and Steel Joint Stock Company.


Implementation period: from the date of the 2026 Annual General Meeting of Shareholders to before the date of the 2027 Annual General Meeting of Shareholders.

The General Meeting of Shareholders authorizes the Board of Directors to direct and supervise the General Director in signing and implementing the above contracts and transactions, in accordance with the provisions of law, the Company's Charter and the Resolution of the General Meeting of Shareholders.



Respectfully submit to the 2026 Annual General Meeting of Shareholders for approval.

***Recipients:***

- As above;
- BOD's members; Board of Supervisors;
- Board of General Directors; Chief Accountant;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office; Company Secretary. 

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**



**Hoang Danh Son**



No: 20 /TTr-HDQT

Thai Nguyen, May 11, 2026

**SUBMISSION**

**On the approval of reporting on salary and remuneration for members of the Board of Directors, Board of Supervisors, Board of General Directors and Chief Accountant of the Company in 2025; Plan for 2026**

To: Annual General Meeting of Shareholders 2026  
Thai Trung Rooling Joint Stock Company,

*Pursuant to Securities Law No.54/2019/QH14 dated November 26, 2019;*

*Pursuant to the amended and supplemented Charter of organization and operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal regulations on corporate governance of Thai Trung Rooling Joint Stock Company issued together with Decision No. 39/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Directors of Thai Trung Rooling Joint Stock Company issued together with Decision No. 40/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to Resolution No. 37/NQ-DHDCD dated June 30, 2025 of the 2025 Annual General Meeting of Shareholders;*

*Pursuant to the 2025 production and business results and the 2026 production and business plan of Thai Trung Rooling Joint Stock Company,*

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the report on the implementation of the Salary and Remuneration Fund of the Board of Directors, General Director, Deputy General Directors, Chief Accountant and Board of Supervisors in 2025; Plan in 2026 of Thai Trung Rooling Joint Stock Company, specifically as follows:

**I. Salary and remuneration fund implemented in 2025:**

No.	Position	Number of people	Salary and remuneration plan 2025		Implementing salary and remuneration 2025		Note
			Salary, remuneration (million VND/person/month)	Total for the year 2025 (million dong)	Salary, remuneration (million VND/person/month)	Total for the year 2025 (million dong)	
<b>A</b>	<b>Salary</b>						
1	Member of Board of Directors - General Director	1	20	240	20	240	
2	Member of Board of Directors -	2	17	204	17	339,15	Appointment of 01 Deputy General Director



No.	Position	Number of people	Salary and remuneration plan 2025		Implementing salary and remuneration 2025		Note
			Salary, remuneration (million VND/person/month)	Total for the year 2025 (million dong)	Salary, remuneration (million VND/person/month)	Total for the year 2025 (million dong)	
	Deputy General Director						effective from May 6, 2025
3	Chief Accountant	1	16	192	16	192	
4	Executive Head of the Board of Supervisors	1	14	168	14	168	
	<b>Total A</b>			<b>804</b>		<b>939,15</b>	
<b>B</b>	<b>Remuneration</b>						
1	Non-executive Chairman of the Board of Directors	1	4,5	54	4,5	54	
2	Non-executive Board of Supervisors' member	2	1,5	36	1,5	136	
	<b>Total B</b>			<b>90</b>		<b>90</b>	
	<b>Total (A+B)</b>			<b>894</b>		<b>1.029,15</b>	

## II. Salary and remuneration plan in 2026.

### 1. Salary and remuneration plan:

No.	Position	Number of people	Salary/remuneration (million VND/person/month)	Total salary, remuneration (million VND/year)	Note
<b>A</b>	<b>Salary</b>				
1	Member of Board of Directors - General Director	1	22	264	
2	Member of Board of Directors - Deputy General Director	2	19	456	
3	Chief Accountant	1	18	216	
4	Executive Head of the Board of Supervisors	1	17	204	
	<b>Total A</b>			<b>1.140</b>	
<b>B</b>	<b>Remuneration</b>				
1	Non-executive Chairman of the Board of Directors	1	4,5	54	
2	Non-executive Board of Supervisors' member	2	1,5	36	
	<b>Total B</b>			<b>90</b>	
	<b>Total (A+B)</b>			<b>1.230</b>	

2. The above salary includes holiday and leave pay according to current regulations. For managers participating in the Board of Directors, General Director, Deputy General Director, and Board of Supervisors who work directly, the Company pays monthly salary according to



the above specialized management position, without monthly remuneration for concurrent positions.

In the case of a manager holding multiple roles and receiving a specialized professional salary, they will be entitled to remuneration as per the regulations

3. In addition to the above monthly salary and remuneration, they will also receive a salary for holidays, Tet, cost savings... according to the Company's decision.

Respectfully submit to the General Meeting of Shareholders for approval./.

***Recipients:***

- As above;
- BOD's members; Board of Supervisors;
- Shareholders;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office; Company Secretary.

O/B. BOARD OF DIRECTORS  
CHAIRMAN  
CÔNG TY  
CỔ PHẦN  
CÁN THIỆP  
THÁI TRUNG  
PHƯỜNG GIA SÁNH, THÁI NGUYÊN  
  
Hoàng Danh Sơn



No: 03 /TTr- BKS

Thai Nguyen, May 11, 2026

## **SUBMISSION**

### **On the selection of an auditing company to audit and review the 2026 financial statements of Thai Trung Rooling Joint Stock Company**

To: Annual General Meeting of Shareholders 2026  
Thai Trung Rooling Joint Stock Company,

*Pursuant to the Law on Enterprises 2020; Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter of organization and operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to Internal regulations on corporate governance of Thai Trung Rooling Joint Stock Company issued together with Decision No. 39/QD-HDQT dated June 24, 2021 of the Board of Directors;*

*Pursuant to the Operating Regulations of the Board of Supervisors of Thai Trung Rooling Joint Stock Company issued together with Decision No. 05/QD-BKS dated June 24, 2021 of the Board of Supervisors,*

The Board of Supervisors of Thai Trung Rooling Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders the proposal on selecting an independent auditing firm to audit the 2026 financial statements, with the following details:

#### **1. Criteria for selecting an auditing organization.**

- Is an auditing organization operating legally in Vietnam, in the list of audited organizations which are approved by The State Securities Commission for the implementation of audits for public interest entities in 2026;
- Have experience and prestige in the field of auditing public interest entities;
- Meet the requirements on audit scope and audit plan of the Company;
- There is no conflict of interest when auditing the Company's Financial Statements;
- Have audit fees appropriate to the audit scope and audit plan of the Company.

#### **2. Specific proposals on selecting an auditing organization.**

Based on the capacity of the auditing organization to meet the criteria mentioned above and has audited the Company's financial statements in recent years, the Board of Supervisors respectfully submits to the General Meeting of Shareholders to select AASC Auditing Company Limited as the organization to audit the Company's financial statements for 2026.



Authorize the General Director of the Company to sign the contract with the selected auditing firm in compliance with legal regulations.

Respectfully submit to the General Meeting of Shareholders for consideration and approval.

***Recipients:***

- As above;
- BOD's members; Board of Supervisors;
- Board of General Directors; Chief Accountant
- Shareholders;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Board of Supervisors, Company Secretary.

**O/B. BOARD OF SUPERVISORS  
HEAD OF THE BOARD**



**Do Thuy Huong**



No: 21 /TTr-HDQT

Thai Nguyen, May 11, 2026

## PROPOSAL

### Regarding the change of business lines and amendment to the Charter on Organization and Operation of Thai Trung Rooling Joint Stock Company

**To: The 2026 Annual General Meeting of Shareholders  
Thai Trung Rooling Joint Stock Company,**

*Pursuant to the Law on Enterprises 2020;*

*Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister promulgating the Vietnam Standard Industrial Classification;*

*Pursuant to the amended and supplemented Charter on Organization and Operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the business operation situation of the Company,*

According to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister, the Vietnamese economic sector classification system has undergone changes in sector names and codes. Following a review of the registered business sector names and codes of the Company, The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's business lines and the amendment to the Company's Charter as follows:

#### **I. Change of the Company's business lines.**

##### **1. Adding the following business lines:**

No.	Name of added business line	Code	Principal business line (Mark X for principal business line)
1	Wholesale of metals and metal ores ( <i>wholesale of steel, steel billets, and metal ores</i> )	4672	
2	Other remaining business support service activities not classified elsewhere ( <i>import and export of goods traded by the company</i> )	8299	

##### **2. Removing the following business lines:**

No.	Name of business line removed from the registered list	Code	Notes
1	Wholesale of metals and metal ores ( <i>wholesale of steel, steel billets, and metal ores</i> )	4662	<i>The business line code does not match the Vietnam Standard Industrial Classification.</i>



No.	Name of business line removed from the registered list	Code	Notes
2	Import and export of goods traded by the company		<i>The business line code does not match the Vietnam Standard Industrial Classification.</i>

## II. Amendment to the Company's Charter.

Amending Clause 1, Article 5 of the Charter on Organization and Operation of Thai Trung Rooling Joint Stock Company.

The content of Clause 1, Article 5 of the Company's Charter after the amendment is as follows:

No.	Name of business line	Code	Principal business line (Mark X for principal business line)
1	Manufacture of basic iron and steel ( <i>steel manufacturing</i> )	2410	x
2	Wholesale of metals and metal ores ( <i>wholesale of iron and steel, steel billets, metal ores</i> )	4672	
3	Freight transport by road	4933	
4	Wholesale of other machinery, equipment and spare parts ( <i>wholesale of machinery, equipment, and spare parts for steel production</i> )	4659	
5	Other remaining business support service activities not classified elsewhere ( <i>import and export of goods traded by the company</i> )	8299	

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

### Recipient:

- As above;
- BOD members; Supervisory Board;
- Board of Management; Chief Accountant;
- Shareholders;
- www.ttr.com.vn;
- Archives: Admin, Company Secretary.

O/B. BOARD OF DIRECTORS  
CHAIRMAN



Hoàng Danh Sơn



## **INTRODUCTION**

This Charter is adopted by properly decision of the 2026 Annual GMS of Thai Trung Rooling Joint Stock Company held on the June , 2026.

### **Chapter I DEFINITION**

#### **Article 1. Definitions.**

1. In this Charter, the following terms shall have the meanings as described to them hereunder:

- a) "The Company" means Thai Trung Rooling Joint Stock Company;
- b) "Charter Capital" means the total face value of shares that have been issued as prescribed in Article 10 of this Charter;
- c) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly on June 17, 2020;
- d) "Law on Securities" means the Law on Securities No. 54 /2019/QH14, passed by the National Assembly on November 26, 2019;
- d) "Establishment Date" is the date on which the Company was first granted its Enterprise Registration Certificate (Business Registration Certificate);
- e) "Manager" refers to the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant, and other managers as prescribed in the Company's Charter;
- g) "Executives" refers to the person managing the Company, including the Chairperson or members of the Board of Directors (BOD), the General Director, and individuals holding other managerial positions as prescribed in the Company's Charter;
- h) "Related person" are the individuals or organizations defined in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities;
- i) "Legal life" refers to the period of operation of the Company as prescribed in Article 2 of this Charter;
- k) "Vietnam" means the Socialist Republic of Vietnam;
- l) "Law" refers to all legal normative documents prescribed in Article 1 of Law No. 80/2015/QH13 on the Promulgation of Legal Normative Documents, adopted by the National Assembly of the Socialist Republic of Vietnam on June 22, 2015; and Law No. 63/2020/QH14 dated June 18, 2020; amending and supplementing Law No. 80/2015/QH13;
- m) "VSDC" stands for Vietnam Securities Depository and Clearing Corporation;
- n) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, any reference to one or more other regulations or documents shall also include the amendments or replacements of such document.

3. The headings (Chapters, Articles of this Charter) are inserted for convenience in understanding the content and do not affect the content of this Charter.



**Chapter II**  
**NAME, TYPE, HEAD OFFICE, BRANCHES, REPRESENTATIVE**  
**OFFICES, LEGAL LIFE AND LEGAL REPRESENTATIVE OF THE**  
**COMPANY**

**Article 2. Name, type, head office, branches, representative offices and legal life of the Company.**

1. Company's name

- Vietnamese name: **Thai Trung Rolling Joint Stock Company**
- English name: **THAI TRUNG ROLLING JOINT STOCK COMPANY**
- Abbreviation: **TTR, JSC**

2. The Company is a joint-stock company with the independent juridical entity status in accordance with applicable Vietnamese law.

3. The Company's registered head office is:

- Address: Cam Gia 13 residential area, Gia Sang Ward, Thai Nguyen Province
- Phone: 0208.3735 690
- Fax: 0208.3735 716
- (E-mail): [info@ttr.com.vn](mailto:info@ttr.com.vn)
- Website: [www.ttr.com.vn](http://www.ttr.com.vn)

4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decisions of the BOD and within the limits permitted by law.

5. Unless the Company ceases operations prematurely in accordance with Clause 2 of Article 72 or extends its operations in accordance with Article 74 of this Charter, its legal life begins from the Establishment Date and shall be unlimited.

**Article 3. The legal representative of the Company.**

1. The General Director is the legal representative of the Company.

2. Rights and obligations of the Company's legal representative:

a) The legal representative of the Company is an individual who represents the Company in exercising the rights and obligations arising from the Company's transactions, representing the Company as plaintiff, defendant, or party with related rights and obligations before arbitration panels, courts, and other rights and obligations as prescribed by law.

b) The legal representative represents the Company in communicating with external parties and making decisions on important matters such as organizing and managing business operations, personnel organization, managing and using the Company's accounts and seal, and other powers as prescribed in the Company's Charter.

c) The legal representative of the Company has the following responsibilities:

- To exercise assigned rights and obligations honestly, carefully, and to the best of their ability in order to ensure the legitimate interests of enterprise;
- Be loyal to the interests of the enterprise; do not use the enterprise's



information, know-how, or business opportunities; do not abuse the position, title, or use the enterprise's assets for personal gain or to serve the interests of other organizations, individuals;

- Timely, complete, and accurate notification to businesses regarding whether that representative and their related person own or hold controlling interest in other enterprises.

- The legal representative of the enterprise shall be personally liable for damages to the enterprise resulting from a breach of the obligations prescribed in Point c of this Article.

### **Chapter III**

#### **COMPANY'S OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS**

##### **Article 4. Objectives of the Company's Business lines.**

1. The Company operates in business areas consistent with its Business Registration Certificate and legal regulations to effectively mobilize and utilize capital in the development of production and business lines, aiming to maximize profits, create stable jobs for employees, increase returns for shareholders, contribute to the State budget, and develop the Company;

2. The Company may have other objectives in the course of its operations that are in accordance with the law.

##### **Article 5. Scope of business and operations.**

1. The Company's business lines:

<b>No.</b>	<b>Name of business line</b>	<b>Code</b>	<b>Principal business line (Mark X for principal business line)</b>
1	Manufacture of basic iron and steel <i>(steel manufacturing)</i>	2410	x
2	Wholesale of metals and metal ores <i>a(wholesale of iron and steel, steel billets, metal ores)</i>	4672	
3	Freight transport by road	4933	
4	Wholesale of other machinery, equipment and spare parts <i>(wholesale of machinery, equipment, and spare parts for steel production)</i>	4659	
5	Other remaining business support service activities not classified elsewhere <i>(import and export of goods traded by the company)</i>	8299	

2. The Company's Trademark:

Thai Trung Rooling Joint Stock Company uses the trademark "TTR" as its Company trademark. Any change or use of a different trademark will be decided by the Company's BOD.

3. The Company is authorized to plan and conduct all business lines in accordance with the Business Registration Certificate and this Charter, in compliance with applicable laws and regulations, and to take appropriate measures to achieve the



Company's objectives.

4. The Company may conduct business in other lines permitted by law and approved by the GMS.

#### **Article 6. Operational principles of the Company.**

The Company operates on the following principles:

1. Voluntariness, equality, democracy, respect for and adherence to the law;
2. Conduct business honestly, with skills, dedication, and a sense of responsibility;
3. Ensure sufficient financial resources to fulfill business commitments with customers;
4. The highest decision-making body of the Company is the GMS;
5. The GMS elects the BOD and the Supervisory Board of the Company;
6. Ensure strict internal organizational regulations to avoid conflicts of interest between the Company and its employees, between the BOD and shareholders, and among shareholders themselves. Organize and conduct internal audits and inspections to ensure that the Company's operations are in accordance and comply with legal regulations;
7. The Company's operations are managed by the General Director. Assisting the General Director are the Deputy General Directors and the Company's management team.

#### **Article 7. Rights of the Company.**

1. Business autonomy; Proactively choosing industries, occupations, locations, business forms, and investments; Proactively expanding the scale and scope of business; Encouraged, preferentially treated, and facilitated by the State to participate in the production and supply of public goods and services.
2. Has the right to issue various types of securities to raise capital. Can choose the form, method of raising, allocating, and using capital.
3. Proactively seek out markets, customers, and sign contracts.
4. Export and import business.
5. Recruit, hire, and employ workers according to production and business requirements.
6. Proactively apply modern science and technology to improve business efficiency and competitiveness.
7. Autonomy in making decisions regarding business operations and internal relations.
8. Possession, usage, and disposal of the enterprise's assets.
9. Refuse all requests for resources not prescribed by law.
10. Filing complaints and denunciations in accordance with the law on complaints and denunciations.
11. Participate in legal proceedings directly or through an authorized representative as prescribed by law.
12. Other rights as prescribed by law.



## **Article 8. Obligations of the Company.**

1. Meet all business requirements when engaging in conditional investment and business lines as prescribed by law and the Company's Charter.
2. Organize accounting work, prepare and submit financial reports truthfully, accurately, and on time in accordance with the Laws on Accounting and Statistics.
3. Declare taxes, pay taxes, and fulfill other financial obligations as required by law.
4. Ensure the rights and interests of employees in accordance with Law on Labor; implement social insurance, health insurance, and other insurance schemes for employees in accordance with Laws on Labor.
5. Guarantee and be responsible for the quality of goods and services according to registered or published standards.
6. Implement statistical reporting in accordance with the Law on Statistics; periodically report complete information about the enterprise and its financial situation to the competent State agency according to the prescribed form; when discovering inaccurate or incomplete information in declared or reported information, promptly amend and supplement that information.
7. Comply with legal regulations on national defense, security, social order and safety, protection of resources and the environment, and protection of historical and cultural relics and scenic spots.
8. Other obligations as prescribed by law.

## **Article 9. Organization of the Communist Party of Vietnam, the Trade Union, and other socio-political organizations within the Company**

1. The Communist Party of Vietnam organization within the Company operates in accordance with the Constitution and laws of Vietnam and the Charter of the Communist Party of Vietnam.
2. The Trade Union and other socio-political organizations within the Company operate in accordance with the Constitution and laws of Vietnam and the regulations of those organizations, but without violating the provisions of the law.
3. The Company respects and facilitates the participation of employees in these organizations, ensuring they operate in accordance with the Constitution and the law.

## **Chapter IV CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

### **Article 10. Charter capital, shares, founding shareholders.**

1. The Company's Charter Capital is VND **508,000,001,467** (in words: *Five hundred and eight billion one thousand four hundred and sixty-seven Vietnamese Dong*).

The total registered capital of the Company is divided into **50,800,000.1467** shares with a face value of 10,000 VND per share.

2. The Company may increase its charter capital with the approval of the GMS and in accordance with the provisions of the law.
3. The Company's shares on the date of adoption of this Charter are common shares. The rights and obligations associated with each type of share are prescribed in Articles 19 and 20 of this Charter.



4. The Company may issue other types of preferred shares after obtaining the approval of the GMS and in accordance with the provisions of the law.

5. Common shares must be offered preferentially to existing shareholders in proportion to their controlling stake in the Company, unless otherwise decided by the GMS. The number of shares not subscribed by shareholders will be decided by the Company's BOD. The BOD may distribute these shares to other parties under conditions and in a manner deemed appropriate, but may not sell them under more favorable conditions than those offered to existing shareholders unless otherwise approved by the GMS.

6. The Company may purchase shares issued by itself in the manner prescribed in this Charter and applicable law.

7. The Company may issue other types of securities upon approval by the GMS and in accordance with the law.

#### **Article 11. Shares certificate.**

1. Shareholders of the Company are issued shares certificate corresponding to the number and type of shares they own.

2. Shares certificate must bear the Company's seal and the signature of the Company's legal representative, as prescribed in the Law on Enterprises. The share certificate must clearly state the number and type of shares held by the shareholder, the full name of the holder, and other information as prescribed by the Law on Enterprises.

3. Within 7 days from the date of submitting a complete application for the transfer of share ownership as prescribed by the Company, or within 7 days (or another period as prescribed in the issuance terms) from the date of full payment for the shares as prescribed in the Company's share issuance plan, the shareholder shall be issued a share certificate. The shareholder shall not be required to pay the Company the cost of printing the share certificate.

4. In the event that a shares certificate is lost, damaged, or otherwise destroyed, the shareholder shall be reissued the shares certificate by the Company upon the shareholder's request. The shareholder's request must include the following information:

a) Information regarding shares that have been lost, damaged, or otherwise destroyed;

b) Commitment to assume responsibility for any disputes arising from the reissuance of new shares.

#### **Article 12. Other securities certificates.**

Bonds certificate or other securities certificates issued by the Company (excluding letters of offer, provisional certificates and similar documents) bear the seal and signature of the Company's legal representative.

#### **Article 13. Shareholder Register.**

The Company's shareholder register is deposited with the Vietnam Securities Depository and Clearing Corporation and is maintained and updated with information on shareholders whose shares are registered with the Vietnam Securities Depository and Clearing Corporation.

#### **Article 14. Inheritance of shares.**

1. The Company respects the right to inherit shares, and the inheritance of shares is



carried out in accordance with the provisions of the Civil Code and relevant laws.

2. In the event that a shareholder dies, the Company recognizes the following persons as having ownership rights to part or all of the shares of the deceased shareholder;

a) Heirs under a will or heirs under the law;

b) In the event that multiple individuals have the right to inherit the shares of a deceased shareholder, they must appoint a single representative through a notarized power of attorney procedure, complying with the provisions of this Charter. The Company will not resolve disputes between the heirs.

3. Upon acquiring legal ownership or inheritance, the heir registers as the owner of the inherited shares to become a new shareholder and enjoys all the rights and obligations of a shareholder.

4. Shares held by members of the BOD and the Supervisory Board are also inherited in accordance with the law and the Company's Charter, but the recipient of inherited shares does not automatically inherit the right to be a member of the BOD or the Supervisory Board of the Company.

#### **Article 15. Transfer of shares.**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Shares listed on the Stock Exchange are transferable in accordance with the provisions of the Law on Securities and the Securities Market.

2. Shares which are not fully paid, are not transferable and do not entitle the holder to related rights such as the right to receive dividends, the right to receive newly issued shares to increase share capital from equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 16. Reclamation of shares.**

1. In the event that a shareholder fails to pay the full amount due for the registered share purchase as per the registration, the BOD shall notify and have the right to demand that the shareholder pay the remaining amount along with interest on that amount and any costs incurred by the Company due to the failure to pay in full.

2. The aforementioned payment notice must clearly state the new payment deadline (at least seven (07) days from the date of sending the notice), the payment location, and the notice must clearly state that in case of non-payment as required, the unpaid shares will be reclaimed.

3. The BOD has the right to reclaim unpaid shares if the requirements in the aforementioned notice are not met.

4. Recalled shares are considered shares authorized for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The BOD may directly or authorize the sale, redistribution, or settlement of the recalled shares to the original owners or other parties under conditions and in a manner deemed appropriate by the BOD.

5. Shareholders holding redeemed shares must relinquish their shareholder status with respect to those shares, but must still pay all related amounts plus interest at the State Bank's basic interest rate at the time of redeem, as decided by the BOD, from the date of redeem until the date of payment. If the shareholder fails to pay the aforementioned related amounts, the amount will be collected in equivalent shares of the Company, equal to the value of the amount the shareholder owes. The BOD has the full right to decide on



the enforcement of payment of the full value of the shares at the time of redeem.

6. The recall notice is sent to the holder of the recalled shares before the recall takes place. The recall remains valid even in the event of errors or negligence in sending the notice.

#### **Article 17. Redemption of shares.**

##### **1. Redeeming shares at the request of Shareholders:**

a) Shareholders have the right to request the Company to redeem their shares when:

- Shareholders vote against a decision regarding the Company's reorganization or;
- Shareholders vote against the decision to change the rights and obligations of shareholders as prescribed in this Charter.

b) Procedures for requesting the Company to redeem shares;

- Requests for the Company to redeem a shareholder's shares must be made in writing, clearly stating: the shareholder's name and address, the number of shares of each type, the intended selling price, and the reason for requesting the Company to redeem the shares;

- Requests must be submitted to the Company within 10 days from the date the GMS approves the decision to reorganize the Company or change the rights and obligations of shareholders as prescribed in Point a, Clause 1 of this Article.

c) The Company's obligations upon receiving a share redemption request :

- Within 90 days from the date of receiving the share redemption request as prescribed in this Article, the Company must redeem the shares as requested by the shareholder at market price or at a price determined by agreement between that shareholder and the BOD;

- If an agreement on price cannot be reached, the shareholder may sell the shares to another party, or the parties may request a professional valuation firm to determine the value. The Company will introduce at least three professional valuation firms for the shareholder to choose from, and that choice will be final.

##### **2. Redeem of shares as decided by the Company.**

The Company has the right to redeem no more than 30% of the total number of outstanding common shares subject to the following regulations:

a) The BOD has the right to decide to redeem no more than 10% of the total number of issued shares within 12 months. In other cases, the redeem of shares shall be decided by the GMS;

b) The BOD shall determine the redemption price. For common shares, the redemption price shall not exceed the market price at the time of redemption, except as prescribed in Point c, Clause 2 of this Article;

c) The Company may redeem shares from each shareholder in proportion to their shareholding in the Company. In this case, the Company's decision to redeem shares must be notified to all shareholders within 30 days of the date the decision is made. The notification must include the following information:

- Name and head office of the Company;
- Total number of shares redeemed;

- The redemption price or the principles governing the redemption pricing;
- Payment terms and procedures;
- Deadline and procedures for shareholders to register to sell shares to the Company. Shareholders must submit their registration to sell shares to the Company within 30 days from the date of the announcement day.

d) The Company is only entitled to pay for redeemed shares to shareholders in accordance with the provisions of the Law on Enterprises.

## **Chapter V**

### **STRUCTURE OF ORGANIZATION, GOVERNANCE AND CONTROL**

#### **Article 18. Structure of organization, governance and control**

The Company's structure of organization includes:

1. General Shareholders' Meeting.
2. BOD.
3. Supervisory Board.
4. The General Director and the managerial team.

## **Chapter VI**

### **SHAREHOLDERS AND THE GMS**

#### **Article 19. Rights of Shareholders**

1. Shareholders are the owners of the Company, possessing rights and obligations corresponding to the number and type of shares they own. Shareholders are only liable for the Company's debts and other financial obligations to the extent of the capital they have contributed to the Company.

2. Holders of common stock shall have the following rights:

a) Attend and speak at General Meetings of Shareholders and exercise voting rights directly at the GMS or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each common share has one voting right;

b) Receive dividends at the rate decided by the GMS;

c) Shares that have been fully paid are freely transferable in accordance with the provisions of this Charter and applicable law;

d) They have priority in purchasing newly offered shares in proportion to the percentage of common shares they own;

đ) Review, search, and extract information on names and contact addresses in the list of shareholders with voting rights and request correction of inaccurate information;

e) Review, search, extract, or copy the Company's Charter, minutes of the GMS, and resolutions of the GMS;

g) In the event of the company's dissolution or bankruptcy, the shareholder is entitled to receive a portion of the remaining assets corresponding to the number of shares contributed to the Company after the Company has paid its creditors and other shareholders holding different types of shares in accordance with the law;

h) Request the Company to redeem their shares in the cases prescribed in this



Charter and relevant laws;

i) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 5% or more of the total number of common shares shall have the following rights :

a) Nominate candidates for the BOD or the Supervisory Board in accordance with the respective provisions in Clauses 1 and 2 of Article 32, and Clause 2 of Article 44 of this Charter;

b) Review and extract company documents, including: minutes and resolutions of the BOD, interim and annual financial statements in accordance with the Vietnamese accounting system, and reports of the Supervisory Board, contracts, transactions requiring approval from the BOD, and other documents except those relating to the company's trade secrets and business secrets.

c) Request the BOD to convene a GMS in accordance with the provisions of Articles 115 and 140 of the Law on Enterprises;

d) Proposal for inclusion in the GMS' Meeting agenda. The proposal must be in writing and sent to the Company no later than (03) working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

đ) Verify and obtain a copy or excerpt of the list of shareholders entitled to attend and vote at the GMS;

e) Request the Supervisory Board to examine specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing; it must include the full name, permanent address, nationality, Citizen Identification Card number, National Identity Card number, Passport number, or other legally valid personal identification for individual shareholders; the full name, permanent address, nationality, establishment decision number or business registration number for organizational shareholders; the number of shares and the date of share registration for each shareholder, the total number of shares of the entire shareholder group, and their ownership percentage in the total shares of the Company; the issue to be examined, and the purpose of the examination;

g) Other rights as prescribed by law and this Charter.

#### **Article 20. Obligations of shareholders.**

Shareholders shall have the following obligations:

1. Comply with the Company's Charter and regulations; abide by the decisions of the GMS and the BOD.

2. Attend the GMS and exercise voting rights through the following methods:

a) Attend and vote in person at the meeting;

b) Authorize other individuals or organizations to attend and vote at the meeting;

c) Participate and vote via online conference, electronic voting, or other electronic means;

d) Submit the voting ballot to the meeting via post office, fax, or email;

đ) Submit the voting ballot by other means as prescribed by the Company.

3. Make payment for the registered shares as per regulations.

4. Provide an accurate address when registering to purchase shares.

5. Shareholders are not permitted to withdraw contributed capital in the form of common shares from the Company in any form, except in cases where the shares are redeemed by the Company or another party. If a shareholder withdraws part or all of their contributed capital in violation of this provision, that shareholder and any related person in the Company shall be jointly and severally liable for the Company's debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.

6. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.

7. Being held personally liable if, in any form, committing any of the following acts in the name of the Company:

a) Violation of the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Pay off debts that are not yet due to mitigate potential financial risks for the Company.

d) Other acts that cause damage to the Company.

8. Fulfill other obligations as prescribed by applicable law.

#### **Article 21. GMS**

1. The GMS is the highest authority of the Company. The Annual GMS is held once (01) a year. The GMS must hold its annual meeting within four (04) months from the end of the financial year. If necessary, the BOD may decide to extend the Annual GMS, but not more than 06 months from the end of the financial year. In addition to the annual meeting, the GMS may hold extraordinary meetings. The location of the GMS is determined by where the Chairperson attends the meeting and must be within the territory of Vietnam.

2. The BOD shall convene the Annual GMS and select a suitable venue. The Annual GMS shall decide on matters in accordance with the law and the Company's Charter. If the audit report of the Company's annual financial statements contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the accredited auditing firm that audited the Company's financial statements to attend the Annual GMS. The representative of the accredited auditing firm is obligated to attend the Company's Annual GMS.

3. The BOD must convene an extraordinary GMS in the following cases:

a) The BOD deems it necessary for the benefit of the Company;

b) Annual balance sheet, six (06) months or quarterly reports or audit report of the financial year reflecting owners' equity that has been lost by half (1/2) compared to the beginning of the period;

c) When the number of members of the BOD or the Supervisory Board is less than



the number of members prescribed by law, or when the number of members of the BOD is reduced by more than one-third (1/3) compared to the number of members prescribed in the Charter;

d) Shareholders or groups of shareholders as prescribed in Clause 3, Article 19 of this Charter may request the convening of a GMS in writing. The request to convene the GMS must clearly state the reasons and purpose of the meeting, be signed by all relevant shareholders, or the request may be made in multiple copies, each copy bearing the signature of at least one relevant shareholder;

d) At the request of the Supervisory Board

#### 4. Convene an extraordinary GMS

a) The BOD must convene a GMS within thirty (30) days from the date the number of remaining members of the BOD is as prescribed in Point c, Clause 3 of this Article or upon receiving the request prescribed in Point d and Point đ, Clause 3 of this Article;

b) In case the BOD fails to convene a GMS as prescribed in Point a, Clause 4 of this Article, within the next thirty (30) days, the Supervisory Board shall replace the BOD in convening a GMS as prescribed in Clause 3, Article 140 of the Law on Enterprises. occupation;

c) In the event that the Supervisory Board fails to convene a GMS as prescribed in Point b, Clause 4 of this Article, within the next thirty (30) days, the shareholder or group of shareholders making the request as prescribed in Point d, Clause 3 of this Article has the right to replace the BOD or the Supervisory Board in convening a GMS as prescribed in Clause 4, Article 140 of the Law on Enterprises.

In this case, the shareholder or group of shareholders convening the GMS has the right to request the business registration authority to supervise the procedures for convening, conducting the meeting, and making decisions of the GMS. All costs for convening and conducting the GMS will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the GMS, including accommodation and travel expenses.

### **Article 22. Rights and obligations of the GMS**

1. The Annual GMS shall have the right to discuss and vote on the following matters:

a) Through the Company's development strategy;

b) Deciding on the types of shares and the total number of shares of each type authorized for sale; determining the annual dividend rate for each type of share;

c) Electing, relieving and dismissing members of the BOD and members of the Supervisory Board;

d) Decisions to invest in or sell assets whose value represents 35% or more of the total asset value recorded in the Company's most recent financial statement.

đ) Decisions to amend or supplement the Company's Charter;

e) Approval of the annual financial statements;

g) Decisions to redeem more than 10% of the total shares issued of each class;

h) Review and handle violations by members of the BOD and members of the Supervisory Board that cause damage to the Company and its shareholders;

- i) Decision to reorganize or dissolve the Company;
  - k) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the BOD and the Supervisory Board;
  - l) Approval of the Internal Regulations on Governance; the Regulations on Operation of the BOD and the Supervisory Board;
  - m) Approve the list of accredited auditing firms; decide which auditing firms are approved to conduct audits of the Company's operations, and dismiss approved auditors when deemed necessary;
  - n) Other rights and obligations as prescribed by law.
2. The GMS discussed and approved the following matters:
- a) The Company's annual business plan;
  - b) The audited annual financial statements;
  - c) The report of the BOD on the governance and performance of the BOD and each member of the BOD;
  - d) The report of the Supervisory Board on the Company's business performance, performance of the BOD, the General Director;
  - đ) The self-assessment report on performance of the Supervisory Board and its members;
  - e) Amount of dividend payable on each class of share;
  - g) Number of members of the BOD and the Supervisory Board;
  - h) Electing, relieving and dismissing members of the BOD and members of the Supervisory Board;
  - i) Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the BOD and the Supervisory Board;
  - k) Approve the list of accredited auditing firms; decide which auditing firms are approved to conduct audits of the company's operations when deemed necessary;
  - l) Supplementing and amending the Company's Charter;
  - m) The type of shares and the number of new shares to be issued for each type of share;
  - n) Division, separation, merger, consolidation, or conversion of the Company;
  - o) Reorganization and dissolution (liquidation) the Company and appoint a liquidator;
  - p) Decisions to invest in or sell assets whose value represents 35% or more of the total asset value recorded in the Company's most recent financial statement ;
  - q) Decision to redeem more than 10% of the total shares sold of each class;
  - r) The Company enters into contracts and transactions with entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent financial statement;
  - s) Approve the transactions prescribed in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020; detailing the implementation of a number



of articles of the Law on Securities;

t) Approve the Internal Regulations on Governance, the Regulations on Operation of the BOD, and the Regulations on Operation of the Supervisory Board;

u) Other matters as prescribed by law and this Charter.

3. All resolutions and issues that have been included in the meeting agenda shall be discussed and voted on during the GMS.

### **Article 23. Authorized Representatives**

1. Shareholders, or Authorized Representatives of Shareholders that are organizations, may attend the GMS in person or authorize a representative to attend on their behalf. The Authorized Representative must submit the authorization document when registering to attend the meeting before entering the meeting room.

2. The authorization for a representative to attend the GMS must be in writing in accordance with the provisions of civil law or the Company's form and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

Authorized representatives attending the GMS must submit the authorization document when registering to attend. In case of sub-authorization, the representative must also present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

a) In the case where an individual shareholder is the authorized representative, the power of attorney must be signed by both the shareholder and the authorized representative attending the meeting; an individual shareholder may only authorize one other individual.

b) If the authorized representative of a shareholder that is an organization is the authorizing party, the power of attorney must be signed by the authorized representative, the legal representative of the shareholder, and the authorized person attending the meeting. If more than one authorized representative is appointed, the number of shares and voting rights of each representative must be specifically determined according to the regulations below.

An organization that is a shareholder of the Company and owns less than 10% of the total number of common shares has the right to authorize one person to attend the GMS; if it owns from 10% to less than 51% of the total number of common shares, it has the right to authorize a maximum of three people to attend the GMS; if it owns from 51% to 60% of the total number of common shares, it has the right to authorize a maximum of five people to attend the GMS; if it owns 61% or more of the total number of common shares, it has the right to authorize a maximum of six people to attend the GMS.

c) In other cases, the power of attorney must be signed by the legal representative of the shareholder and the person authorized to attend the meeting.

3. The voting ballot of an authorized representative attending the meeting within the scope of their authorization remains valid in the following cases:

a) The grantor has died, is restricted in their legal capacity, or has lost their legal capacity;

- b) The person who granted the authorization has revoked the designation;
- c) The grantor has revoked the authority of the grantee.

This clause does not apply if the Company receives notice of any of the above events before the opening of the GMS or before the meeting is reconvened.

#### **Article 24. Changes to Rights**

1. Changes or cancellations of special rights associated with a class of preferred shares take effect when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the GMS concerning adverse changes to the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class present at the meeting who own 75% or more of the total preferred shares of that class, or approved by preferred shareholders of the same class who own 75% or more of the total preferred shares of that class in the case of a resolution adopted by written opinion.

2. A meeting of shareholders holding a class of preferred shares to approve the aforementioned change of rights is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the face value of the issued shares of that class. If there are not enough representatives as stated above, the meeting shall be rescheduled within the next 30 days, and those holding shares of that class (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of representatives. At the meetings of shareholders holding the aforementioned preferred shares, those holding shares of that class present in person or through their representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out in accordance with the provisions of Articles 26 and 28 of this Charter.

4. Unless otherwise prescribed in the terms of the share issuance, the special rights associated with preferred shares concerning some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

#### **Article 25. Convening the GMS, the meeting agenda, and the notice of the GMS**

1. The BOD convenes the GMS, or the GMS is convened in accordance with the circumstances prescribed in Point b or Point c, Clause 4, Article 21 of this Charter.

2. The person convening the GMS must perform the following duties:

a) Prepare a list of shareholders eligible to attend and vote at the GMS. The list of shareholders entitled to attend the GMS must be prepared no more than 10 days before the date of sending the notice of invitation to the GMS. The company must disclose information about the preparation of the list of shareholders entitled to attend the GMS at least 20 days before the final registration date;

b) Prepare the agenda and content for the meeting;

c) Prepare documents for the meeting;

d) Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;

d) Determine the time and location for holding the meeting;



e) Notify and send notices of the GMS to all shareholders entitled to attend the meeting;

g) Other tasks related to the meeting.

3. The notice of the GMS shall be sent to all shareholders and simultaneously published on the information channels of the Stock Exchange, the State Securities Commission, and on the Company's website. The notice of the GMS must be sent to all shareholders on the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the GMS (*calculated from the date the notice is duly sent or transmitted, paid for, or placed in the mailbox*). The agenda of the GMS and documents related to the issues to be voted on at the meeting shall be sent to shareholders or posted on the Company's website. If only posted on the Company's website, the notice of the meeting must clearly state where and how to download the documents, and the Company must send the meeting documents to shareholders if requested.

4. Shareholders or groups of shareholders referred to in Clause 3 of Article 19 of this Charter have the right to propose issues to be included in the agenda of the GMS. Proposals must be in writing and must be submitted to the Company at least three (03) working days before the opening date of the GMS. Proposals must include the full name of the shareholder, the number and type of shares held by that person, and the content of the proposal to be included in the agenda.

5. The person convening the GMS has the right to reject proposals related to Clause 4 of this Article in the following cases:

a) The proposal was submitted late, or was incomplete or contained incorrect information;

b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in Clause 3, Article 19 of this Charter;

c) The proposed issue falls outside the scope of authority for discussion and voting by the GMS;

6. The BOD shall prepare a draft resolution for each item on the meeting agenda.

#### **Article 26. Conditions for holding GMS**

1. The GMS is conducted when the number of shareholders present represents more than 50% of the total voting rights.

2. If the required number of delegates is not present within thirty (30) minutes from the scheduled opening time of the meeting, the convener shall cancel the meeting. The GMS must be reconvened within thirty (30) days from the date of the first planned GMS. The reconvened GMS may only be held when the attending members are shareholders and authorized representatives representing at least 33% of the total voting shares.

3. If the second meeting cannot be held due to insufficient number of delegates within thirty (30) minutes from the scheduled opening time of the meeting, a third meeting of shareholders may be convened within twenty (20) days from the date of the planned second meeting, and in this case the meeting shall be held regardless of the number of shareholders or authorized representatives attending and shall be considered valid and shall have the right to decide all issues intended to be approved at the first meeting of shareholders.

## **Article 27. Conducting and voting procedures at the GMS**

1. On the day of the GMS, the Company must carry out the shareholder registration procedure and must continue the registration until all shareholders entitled to attend the meeting have registered.

2. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the number of votes cast. During the general meeting, voting cards supporting the resolution are collected first, followed by voting cards opposing (or rejecting) the resolution. Finally, the total number of votes in agree or disagree is counted to determine the decision. The total number of votes in agree, disagree, abstentions (blank votes), or invalid votes for each issue will be announced by the Chairperson immediately after the vote on that issue. The Meeting elects those responsible for counting or supervising the vote count as proposed by the Chairperson. The number of members of the Vote Counting Committee is decided by the GMS based on the Chairperson's proposal.

3. Shareholders or their authorized representatives who arrive late to the GMS have the right to register immediately and subsequently have the right to participate and vote at the meeting. The Chairperson is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of voting sessions conducted before the late-arriving shareholders arrive will not be affected.

4. The Chairperson of the BOD presides over the GMS convened by the BOD. If the Chairperson is absent or temporarily incapacitated, the remaining members shall elect one of them to preside over the meeting by majority vote. If no one can be elected to preside, the Head of the Supervisory Board shall preside over the meeting so that the GMS can elect a presiding officer from among those present, and the person with the highest number of votes shall preside over the meeting.

In other cases, the person who signs the document convening the GMS presides over the meeting to elect the Chairperson, and the person with the highest number of votes is appointed as the Chairperson.

5. The agenda and content of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically define the time allocated for each item on the agenda;

The Chairperson has the authority to decide on the procedures, formalities, and any events arising outside the agenda of the Shareholders' General Meeting. The Chairperson appoints one or more secretaries to record the minutes of the Shareholders' General Meeting.

6. The Chairperson has the right to postpone the GMS, once the required number of registered attendees has been reached, to another time or to change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;
- c) Some attendees engage in disruptive or disorderly conduct, potentially preventing the meeting from being conducted fairly and lawfully.

The maximum postponement period is three days, starting from the date the meeting



was scheduled to begin.

7. The Chairperson of the meeting may conduct the necessary activities to conduct the GMS in a valid and orderly manner or to ensure that the meeting reflects the wishes of the majority of the attending delegates.

8. The person convening the GMS has the right to require shareholders or their authorized representatives attending the General Meeting to undergo inspections or other lawful and reasonable security measures. If a shareholder or authorized representative refuses to comply with the aforementioned inspection or security measures, the person convening the GMS, after careful consideration, may refuse or expel that shareholder or representative from the meeting.

9. The person convening the GMS, after careful consideration, shall take appropriate measures to:

- a) Arrange seating at the venue for the GMS;
- b) Ensure the safety of everyone present at the meeting venues;
- c) Facilitate shareholders' attendance (or continued attendance) at the meeting.

The person convening the GMS has the full right to change the measures set forth in Clauses 8 and 9 of this Article and to apply all necessary measures. These measures may include issuing entry passes or using other selection methods.

10. In the event that the above measures are applied at the GMS, the person convening the GMS, when determining the meeting place, may:

a) The announcement states that the meeting will be held at the location specified in the announcement and that the Chairperson will be present there ("Main venue of the meeting");

b) Arrangements shall be made so that shareholders or authorized representatives who are unable to attend the meeting under this Article, or those who wish to participate from a location other than the main meeting venue, may simultaneously attend the meeting;

The announcement regarding the organization of the meeting does not need to detail the organizational measures as prescribed in this Article.

#### **Article 28. Adoption of resolutions by the GMS**

1. A resolution on the following matters shall be adopted if it is approved by the number of shareholders representing from 65% or more of the total votes cast by all shareholders present at the meeting approve, except as provided in Clauses 2 and 3 of this Article:

- a) Types of shares and the total number of shares of each class;
- b) Changes in industry, occupation, and business lines;
- c) Changes to the Company's organizational and managerial structure;
- d) An investment project or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement .
- đ) Reorganization or dissolution of the Company;

2. A resolution is adopted when it is approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as provided in Clauses 1 and 3 of this Article .

3. The voting for members of the BOD and the Supervisory Board shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises.

4. Resolutions passed by 100% of the total voting shares of the GMS are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

**Article 29. Authority and procedures for obtaining shareholder opinions in writing to adopt resolutions of the GMS**

The authority and procedures for obtaining shareholder opinions in writing to approve resolutions of the GMS shall be carried out according to the following regulations:

1. The BOD has the right to solicit shareholder opinions in writing to pass resolutions of the GMS at any time if deemed necessary for the benefit of the Company, except in the following cases:

- a) Amend and supplement the content of the Company's Charter;
- b) The Company's development orientation;
- c) The type of shares and the total number of shares of each class;
- d) Electing, dismissing, and removing members of the BOD and the Supervisory Board;
- d) Decisions to invest in or sell assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statement, unless the company's charter stipulates a different percentage or value;
- e) Through annual financial reports;
- g) Reorganization or dissolution of the Company.

2. The BOD must prepare opinion ballots, draft resolutions of the GMS, and explanatory documents for the draft resolutions. Opinion ballots, along with the draft resolutions and explanatory documents, must be sent by registered means to the registered address of each shareholder. The BOD must ensure that the documents are sent and published to shareholders within a reasonable time for consideration and voting, and must send them at least fifteen (15) days before the deadline for receiving opinion ballots. The requirements and methods for sending opinion ballots and accompanying documents shall be implemented in accordance with Clause 3, Article 25 of this Charter.

3. The opinion ballots must include the following key information:

- a) Name, head office address, Business Registration Certificate number and date of issuance, and place of business registration of the Company;
- b) Purpose of soliciting opinions;
- c) Full name, permanent address, nationality, Citizen Identification Card number, National Identification Card number, Passport number, or other legally valid personal identification of individual shareholders; name, permanent address, nationality, establishment decision number or business registration number of corporate shareholders or authorized representatives; number of shares of each class and voting rights of shareholders;
- d) Issues requiring consultation before a resolution can be passed;
- d) The voting options include "agree," "disagree," and "abstentions" for each issue



being considered;

e) Deadline for returning the answered opinion ballots to the Company;

g) Full name and signature of the Chairperson of the BOD and the legal representative of the Company.

4. The completed opinion ballots must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder.

5. Shareholders may submit their completed opinion ballots to the Company by post office, fax, or email in accordance with the following regulations:

a) In the case of mailing through post office, the answered opinion ballot must be signed by the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. Opinion ballots sent to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the ballots are counted;

b) In the case of sending ballots by fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting;

c) Opinion ballots sent to the Company after the deadline specified in the ballot, or that have been opened in the case of mail submissions or disclosed in the case of fax or email submissions, are invalid. Unsubmitted ballots will be considered as abstentions ballots.

6. The BOD shall count the votes and prepare a vote counting report in the presence of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting report must include the following main contents:

a) Name, principal office address, business registration number and date of issuance of the business registration certificate, place of business registration;

b) The purpose and issues requiring consultation to reach a decision;

c) The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, along with an appendix listing the shareholders who participated in the vote;

d) The total number of votes in agree, disagree, and abstentions for each issue;

e) Decisions that have been adopted;

g) Full name and signature of the Chairperson of the BOD, the legal representative of the Company, the vote supervisor, and the vote counter.

Board members, vote supervisors, and vote counters shall be jointly liable for the integrity and accuracy of the vote count report; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The minutes of the vote count and the resolution on obtaining shareholder opinions in writing must be fully published on the Company's website within twenty-four (24) hours from the date of the end of the vote count.

8. The completed opinion poll forms, vote counting records, the full text of the adopted Resolution, and any related documents attached to the opinion poll forms must all be kept at the Company's head office.

9. A resolution adopted by written shareholder consultation is considered valid if it is approved by shareholders holding more than 50% of the total voting rights of all

shareholders entitled to vote, and it has the same validity as a resolution adopted at a GMS.

### **Article 30. Resolutions and Minutes of the GMS**

1. GMS must be recorded in the minutes, which may also be audio-recorded or recorded and stored electronically. The minutes must be in Vietnamese, and may also be in a foreign language, containing the main contents as prescribed in Clause 1, Article 150 of the Law on Enterprises. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies between the Vietnamese and English versions of the minutes, the Vietnamese version shall prevail.

2. The minutes of the GMS must be prepared and approved before the meeting concludes. The Chairperson and secretary of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.

3. The minutes of the GMS must be fully published on the Company's website within twenty-four (24) hours from the date of the meeting's conclusion.

4. Resolutions, minutes of the GMS, appendices listing registered shareholders with their signatures, proxies for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

### **Article 31. Request for annulment of a resolution of the GMS**

Within ninety (90) days from the date of receiving the Minutes of the GMS or the Minutes of the results of the vote count of the GMS, the shareholder or group of shareholders specified in Clause 3, Article 19 of this Charter has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the GMS in the following cases:

1. The procedures for convening meetings or obtaining shareholder opinions in writing and making decisions by the GMS are not carried out in accordance with the provisions of the Law on Enterprises and the Company's Charter, except as prescribed in Clause 4, Article 28 of this Charter.

2. The resolution's content violates the law or the Company's Charter.

## **Chapter VII Board of Directors**

### **Article 32. Nomination and candidacy of BOD members**

1. In cases where candidates have been identified in advance, information relating to the BOD candidates shall be included in the GMS' Meeting documents and published at least ten (10) days before the opening date of the GMS on the Company's website so that shareholders can learn about these candidates before voting. BOD candidates must provide a written commitment regarding the truthfulness, accuracy and reasonableness of the published personal information and must commit to performing their duties honestly if elected as members of the BOD. The information relating to BOD candidates published shall include at least the following contents:

- a ) Full name, date of birth (day, month, year);
- b) Professional qualifications;



- c) Work experience;
- d ) Other managerial positions (including Board positions in other companies);
- d) Interests related to the Company and its related person;
- e) The full name of the shareholder or group of shareholders nominating the candidate (if any);
- g ) Other information (if any) ;
- h) Public companies are responsible for disclosing information about the companies in which the candidate holds positions as a member of the BOD, other management positions, and any related interests in the candidate's BOD (if any).

2. Shareholders or groups of shareholders holding voting shares have the right to combine their individual voting rights to nominate candidates for the BOD, specifically as follows:

- Shareholders, or groups of shareholders, owning between 5% and less than 10% of the total voting shares may nominate a maximum of one candidate;
- Shareholders, or groups of shareholders, owning between 10% and less than 30% of the total voting shares may nominate a maximum of two candidates;
- Shareholders, or groups of shareholders, owning between 30% and less than 40% of the total voting shares may nominate a maximum of three candidates;
- Shareholders, or groups of shareholders, owning between 40% and less than 50% of the total voting shares may nominate a maximum of four candidates;
- Shareholders, or groups of shareholders, owning between 50% and less than 60% of the total voting shares may nominate a maximum of five candidates;
- Shareholders, or groups of shareholders, owning between 60% and less than 70% of the total voting shares may nominate a maximum of six candidates;
- Shareholders, or groups of shareholders, owning between 70% and less than 80% of the total voting shares may nominate a maximum of seven candidates;
- Shareholders, or groups of shareholders, owning between 80% and less than 90% of the total voting shares may nominate a maximum of eight candidates;

3. If the number of candidates for the BOD, through nomination and candidacy, is still insufficient, the incumbent BOD may nominate additional candidates or organize nominations according to the mechanism prescribed by the Company in its Internal Regulations on Governance. The procedure for the incumbent BOD to nominate candidates for the BOD must be clearly announced before the GMS votes to elect members of the BOD in accordance with the law.

### **Article 33. Composition and term of the BOD members**

1. The number of members of the Company's BOD is three (3) people. The term of the BOD is five (05) years. The term of a member of the BOD is not more than five (05) years; members of the BOD may be re-elected for an unlimited number of terms. In which the number of non-executive members of the BOD must account for at least 1/3 of the total number of members.

2. A member of the BOD shall cease to be a member of the BOD in the following cases, either dismissed, removed, or replaced by the GMS as prescribed below:

- a) The GMS shall dismiss a member of the BOD in the following cases:

- Not meeting the qualifications and conditions prescribed in Article 155 of the Law on Enterprises, or being prohibited by law from being the BOD's members;
  - A resignation letter was submitted and accepted;
  - Lacking the capacity for legal action and having evidence of mental disorder.
- b) The GMS shall dismiss a member of the BOD in the following cases:
- Not participating in BOD activities for 06 consecutive months, except in cases of force majeure;
  - Providing false personal information when submitting to the Company as a candidate for the BOD;
  - Violating legal regulations and the Company's Charter regarding share transactions and transfers;
  - Violating legal regulations and the Company's Charter in the course of performing duties.
  - Representing a shareholder that is a legal entity when that organization no longer has the independent juridical entity status.

3. The appointment of BOD members must be disclosed in accordance with the regulations of the law on securities and the securities market.

4. Members of the BOD may not be shareholders of the Company.

5. If the number of BOD members is reduced by more than one-third compared to the number prescribed in the Company's Charter, the BOD must convene a GMS within no more than 60 days to elect additional Board members. In other cases, the next GMS will elect new members to replace the Board members who have been dismissed or removed from office.

#### **Article 34. Powers and obligations of the BOD**

1. The Company's business operations and activities are subject to the supervision and direction of the BOD. The BOD is the body with full authority to exercise all rights on behalf of the Company, except for those powers reserved to the GMS.

2. The BOD has the following powers and responsibilities:

- a) The Company's strategic decisions, medium-term development plans, and annual business plans;
- b) Propose the types of shares and the total number of shares authorized for sale for each type;
- c) Decisions to sell unsold shares within the permitted number of shares for each class; decisions to raise additional capital through other means;
- d) Deciding on the selling price of the Company's shares and bonds;
- đ) Decisions to redeem shares as prescribed in Clauses 1 and 2 of Article 133 of the Law on Enterprises;
- e) Decisions on investment options and investment projects are made within the authority and limits prescribed by law;
- g) Deciding on solutions for market development, marketing, and technology;
- h) Through purchase, sale, loan, and other contracts and transactions with a value ranging from 10% to less than 35% of the total asset value recorded in the Company's



most recent financial statement, excluding contracts and transactions under the authority of the GMS as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;

i) Electing, relieving and dismissing the Chairperson of the BOD; appointing, dismissing, signing contracts with, and terminating contracts with the General Director, Deputy General Director, Chief Accountant, Department Heads, and Workshop Managers; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or GMS in other companies, and deciding on the remuneration and other benefits of those representatives;

k) Supervising and directing the General Director and other managers in the daily operation of the Company's business;

l) Deciding on the organizational structure and Internal Regulations on Governance of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) Reviewing the agenda and content of documents for the GMS, convening the GMS, or soliciting opinions for the GMS to pass resolutions;

n) The audited annual financial statements are presented to the GMS;

o) Proposing the dividend rate to be paid; deciding on the timeframe and procedures for paying dividends or handling losses incurred during business operations;

p) Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

q) Decisions to issue the Regulations on the operation of the BOD, the Internal Regulations on corporate governance after approval by the GMS; and the Regulations on information disclosure of the company;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal regulations, and the company's charter.

3. The BOD must report to the GMS on the results of the BOD's activities as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

### **Article 35. Chairperson of the BOD**

1. The Chairperson of the BOD is elected, relieved or dismissed from office by the BOD from among its members.

2. The Chairperson of the BOD may not simultaneously hold the position of General Director, except as otherwise provided by law.

3. The Chairperson of the BOD has the following rights and responsibilities:

a) Develop the agenda and activity plan for the BOD;

b) Prepare the agenda, content, and documents for the meeting; convene, chair, and preside over the BOD meeting;

c) Organize the adoption of resolutions and decisions by the BOD;

d) Monitoring the implementation process of resolutions and decisions of the BOD;

đ) Presiding over the GMS;

e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairperson of the BOD submits a resignation letter or is relieved or dismissed from office, the BOD must elect a replacement within 10 days from the date of receiving the resignation letter or relieve/dismissal.

5. In the absence of the Chairperson of the BOD or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairperson of the BOD in accordance with the principles prescribed in the company's charter. If there is no authorized person, or if the Chairperson of the BOD dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is incapacitated or lacks civil capacity, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a specific job, the remaining members shall elect one of them to hold the position of Chairperson of the BOD by a majority vote until a new decision is made by the BOD.

### **Article 36. Duties and powers of members of the BOD**

1. Members are responsible for carrying out the tasks assigned by the Chairperson of the BOD (or authorized by the Chairperson of the BOD) and may not delegate these tasks to others;

2. Attend BOD meetings, discuss and vote on matters within the meeting's agenda, and be personally responsible before the law, the GMS, and the BOD for their actions;

3. To appoint another member of the BOD to attend Board meetings in his/her place when necessary. The appointment of a replacement must be made in writing, signed by the appointing person, and sent to the Company's head office before the Board meeting commences;

4. Request the General Director, Deputy General Director, and other management staff to provide information and documents on the financial situation and business operations of the Company and its units ;

5. Be absolutely loyal to the Company's business objectives as stated in this Charter. Maintain confidentiality of the Company's data, standards, technology, and financial matters;

6. Research and evaluate the situation and results of operations, and contribute to the development direction and business performance of the Company in each period;

7. Implement the Company's Charter, decisions of the GMS, and decisions of the BOD related to each member as assigned by the BOD;

8. Employees are prohibited from abusing their position for personal gain or engaging in actions that harm the Company's interests, and from misappropriating business opportunities belonging to the Company.

9. No action shall be taken exceeding the authority of the Company or the BOD as prescribed in the Charter. Any decision or action exceeding this authority that causes damage to the Company shall be subject to compensation liability in accordance with the law;

10. Other rights and duties of the BOD are prescribed in the Law on Enterprises;

11. Remuneration, salaries, and other benefits of the BOD:

a) The company pays remuneration and salaries to members of the BOD based on



business results and performance. Members of the BOD are entitled to performance-based compensation and bonuses.

Remuneration is calculated based on the number of working days required to complete the tasks of each Board member and the daily rate. The BOD determines the remuneration for each member by mutual agreement. The total remuneration and bonuses for the BOD are decided by the GMS at its annual meeting.

b) Members of the BOD holding executive positions, or members of the BOD working in subcommittees of the BOD, or performing other duties outside the normal scope of a member's duties, may receive additional compensation in the form of a lump-sum payment, salary, commission, percentage of profits, or other forms as decided by the BOD.

c) Members of the BOD are entitled to reimbursement for all travel, accommodation, and other expenses incurred in performing their duties as members of the BOD, including expenses incurred in attending meetings of the BOD or the GMS.

d) The remuneration of the BOD shall be included in the Company's business expenses in accordance with the law on corporate income tax and must be shown as a separate item in the Company's annual financial statements, and must be reported to the GMS at the annual meetings.

### **Article 37. Meetings of the BOD**

1. The Chairperson of the BOD shall be elected at the first meeting of the BOD' term within seven (07) working days from the date of the end of the election of the BOD for that term. This meeting shall be convened by the member with the highest number of votes. In the event that more than one (01) member has the same highest number of votes, these members shall elect one of them to convene the BOD meeting by majority rule.

2. The Chairperson of the BOD must convene regular meetings of the BOD, set the agenda, time and place of the meeting at least five (05) days before the scheduled meeting date. The Chairperson may convene a meeting whenever he deems it necessary, but at least one (01) meeting must be held every quarter.

3. The Chairperson of the BOD shall convene extraordinary meetings when deemed necessary for the benefit of the Company. Furthermore, the Chairperson of the BOD must convene a Board meeting, without delay unless justifiable, when one of the following parties submits a written request outlining the purpose of the meeting and the issues to be discussed:

- a) General Director or at least five (05) other managerial staff;
- b) At least two (02) members of the BOD;
- c) Supervisory Board.

4. The BOD meetings referred to in Clause 3 of this Article must be held within 7 working days from the date of receipt of the meeting request as prescribed in Clause 3 of this Article. If the Chairperson of the BOD refuses to convene the meeting as requested, the Chairperson shall be liable for any damages incurred by the Company; those who proposed the meeting mentioned in Clause 3 of this Article may convene the BOD meeting themselves.

5. If requested by an independent auditor, the Chairperson of the BOD must convene a meeting of the BOD to discuss the audit report and the Company's situation.

6. BOD meetings shall be held at the Company's registered address or at other addresses in Vietnam or abroad as decided by the Chairperson of the BOD and with the unanimous consent of the BOD.

7. Notices of BOD meetings must be sent to Board members at least five (05) days before the meeting is held. Board members may refuse the notice of meeting in writing, and this refusal may have retroactive effect. The notice of the Board meeting must be in writing in Vietnamese and must fully inform the agenda, time, and location of the meeting, along with necessary documents on the issues to be discussed and voted on at the Board meeting and voting slips for Board members who cannot attend the meeting.

Members of the Supervisory Board have the right to attend BOD meetings; they have the right to participate in discussions but do not have the right to vote.

The meeting notice shall be sent by mail, fax, email, or other means, but must ensure that it reaches the address of each member of the BOD and the Supervisors registered with the Company.

8. The first meeting of the BOD may only proceed with decisions when at least 3/4 of the total number of Board members are present, either in person or through their representatives (authorized persons).

If the required number of members are not present, the meeting must be reconvened within 7 days of the first scheduled meeting date. The reconvened meeting will proceed if more than half (1/2) of the BOD members are present.

9. Board meetings may be held in the form of online conferences among members of the Board when all or some members are located in different places, provided that each participating member is able to:

a) Listen to each of the other Board members who are participating in the meeting speak;

b) Address all other attendees simultaneously.

Discussions among members may be conducted in person by telephone or by other means of communication, or a combination of these methods. Board members participating in such meetings are considered to be “present” at that meeting. The meeting location, as prescribed in this regulation, is the location where the largest number of Board members are present, or the location where the meeting chair is present.

Decisions made during a formal meeting held and conducted by telephone take effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all Board members present at the meeting.

10. Members of the BOD may send voting ballots to the meeting via mail, fax, or email. In the case of sending voting ballots to the meeting via mail, the ballot must be enclosed in a sealed envelope and must be delivered to the Chairperson of the BOD no later than one (01) hour before the opening of the meeting. The ballot may only be opened in the presence of all attendees.

11. Voting.

a) Except as provided in Point b, Clause 11 of this Article, each member of the BOD or a person directly authorized to be present in their personal capacity at the BOD meeting has one (01) voting right;

b) Board members shall not vote on contracts, transactions, or proposals in which



they or persons related to them have an interest, and which such interest conflicts with or may conflict with the interests of the Company. Board members shall not be counted toward the minimum number of representatives required to convene a Board meeting concerning decisions in which they do not have the right to vote;

c) As prescribed in Point d of this Clause, when issues arise during a meeting of the BOD concerning the interests of a Board member or the voting rights of a member, and such issues cannot be resolved by the voluntary waiver of voting rights by the relevant Board member, the issues shall be referred to the Chairperson of the meeting for decision. The Chairperson's decision on such matters shall be final unless the nature or scope of the interests of the relevant Board member has not been fully disclosed;

d) A member of the BOD who benefits from a contract as prescribed in Points a and b of Clause 4, Article 51 of this Charter shall be deemed to have a substantial interest in that contract.

e) Auditors have the right to attend BOD meetings and participate in discussions, but they do not have the right to vote.

12. A member of the BOD who directly or indirectly benefits from a contract or transaction already concluded or slated for conclusion with the Company, and who is aware of their own interest, is responsible for disclosing the nature and content of that interest at the first meeting of the BOD considering the conclusion of such contract or transaction. If a member of the BOD is unaware of their own interest or the interest of Related person at the time the contract or transaction is concluded with the Company, that member must disclose the relevant interest at the first meeting of the BOD held after that member becomes aware of their interest or potential interest in the relevant transaction or contract.

13. The BOD adopts Decisions and Resolutions based on the approval of a majority of the Board members present (over 50%). In the event of a tie vote, the vote of the Chairperson of the BOD shall be the deciding vote.

14. Resolutions adopted by written or electronic consultation are based on the unanimous agreement of a majority of the BOD members with voting rights. These resolutions have the same effect and value as resolutions adopted by the Board members at a meeting convened and held in accordance with established practice.

15. The Chairperson of the BOD or a person authorized by the Chairperson of the BOD is responsible for sending the minutes of the BOD meetings to the members, and these minutes serve as authentic evidence of the work done in those meetings unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the BOD' meetings shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairperson and the person recording the minutes.

### **Article 38. Subcommittees of the BOD**

1. The BOD may establish a subcommittee to be responsible for development policy, human resources, compensation, and internal audit. The number of members of the subcommittee is decided by the BOD, but must have at least three (03) members including members of the BOD and external members. Non-executive members of the BOD constitute the majority in the subcommittee and one of these members is appointed as the Head of the subcommittee by decision of the BOD. The activities of the subcommittee must comply with the regulations of the BOD. Resolutions of the subcommittee are only valid when a majority of the members attending and voting at the

subcommittee meeting are members of the BOD.

2. The implementation of decisions of the BOD, or of subcommittees under the BOD, or of individuals holding membership in subcommittees of the BOD must comply with applicable laws and regulations and the provisions of the Company's Charter.

## **Chapter VIII**

### **GENERAL DIRECTOR, MANAGERIAL STAFF AND THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

#### **Article 39. Organizational structure of the management apparatus**

The Company's management system must ensure that the management apparatus is accountable to the BOD and is under the leadership of the BOD. The Company has one (01) General Director; several Deputy General Directors and a Chief Accountant and other positions appointed by the BOD. The appointment, relieve or dismissal of the above-mentioned positions must be carried out by a legally approved Resolution of the BOD.

#### **Article 40. Managerial staff**

1. Upon the recommendation of the General Director and with the approval of the BOD, the Company may recruit the necessary managerial personnel, in numbers and with expertise appropriate to the Company's structure and management practices as proposed by the BOD from time to time. Managerial personnel must possess the necessary diligence to ensure that the Company's operations and organization achieve their stated objectives.

2. The salary, remuneration, benefits, and other terms of the employment contract for the General Director are decided by the BOD, and the contracts for other managerial personnel are decided by the BOD after consulting with the General Director.

#### **Article 41. Appointment, dismissal, duties and powers of the General Director**

1. The BOD appoints a member of the BOD or hires another person to be the General Director; signs a contract specifying the salary, remuneration, benefits, and other related terms. Information on the salary, allowances, and benefits of the General Director must be reported at the Annual GMS and included in the Company's Annual Report.

2. The term of the General Director is five (05) years and may be reappointed. The appointment may expire based on the provisions of the labor contract. The General Director must not be a person prohibited by law from holding this position and must meet the standards and conditions as prescribed by law and the Company's Charter.

3. The General Director has the following powers and responsibilities:

a) Implement the resolutions of the BOD and the GMS, and the business plan and investment plan of the Company that have been approved by the BOD and the GMS;

b) To decide on all matters not requiring a resolution from the BOD, including signing financial and commercial contracts on behalf of the Company, and organizing and managing the Company's daily business operations in accordance with best management practices;

c) Borrowing and taking out mortgages, pledges, or guarantees with a value of less than 10% of the total asset value recorded in the Company's most recent financial statement;



d) To propose the number and types of management personnel that the Company needs to recruit for the BOD to appoint or dismiss in order to carry out effective management activities as proposed by the BOD, and to advise the BOD on the salary, remuneration, benefits and other terms of employment contracts for management personnel;

d) Consult with the BOD to decide on the number of employees, salaries, allowances, benefits, appointments, dismissals, and other terms related to their employment contracts;

e) On November 1st of each year, the General Director must submit to the BOD for approval the detailed business production and social life plan for the following fiscal year on the basis of meeting the requirements of the relevant annual financial plan as well as the Company's (05) five-year financial plan;

g) Decisions regarding salaries and other benefits for employees in the Company, including managers, fall under the appointment authority of the General Director;

h) Recruitment of workers;

i) Proposing a plan for paying dividends or handling business losses;

k) Propose measures to improve the company's operations and management;

l) Prepare the Company's long-term, annual, and quarterly budgets (hereinafter referred to as the budget) to support the Company's long-term, annual, and quarterly management activities in accordance with the business plan. The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted to the BOD for approval and must include the information prescribed in the Company's regulations;

m) To perform all other activities as prescribed in this Charter and the Company's regulations, the Resolutions of the BOD, the General Director's employment contract, and the law.

4. The General Director is accountable to the BOD, the GMS, and the law for the performance of assigned duties and powers, and must report to these bodies when requested.

5. The BOD may dismiss the CEO when a majority of the Board members present at the meeting have the right to vote in favor, and appoint a new CEO to replace him.

#### **Article 42. Authorization by the General Director**

1. The General Director authorizes in writing the Deputy General Director of the Company to act on his/her behalf in resolving or executing certain tasks of the Company and shall be legally responsible for his/her authorization; In the absence of the Deputy General Director, the General Director may authorize in writing another Deputy General Director, or a Head of a Department of the Company, or a Director of a relevant subsidiary unit to perform the task.

2. The General Director shall authorize in writing the Directors of member units to manage, operate, resolve, or execute tasks in the member units on his/her behalf, in accordance with the Company's management decentralization regulations, and shall be legally responsible for his/her authorization; In the absence of the Director of a member unit, the General Director may authorize the Deputy Director of the unit in writing.

3. Individuals authorized by the General Director may only perform duties within the scope of their authorization and may not delegate these duties to others. The authorized

individual is directly responsible to the General Director and to the law for the delegated tasks.

4. All authorizations and delegations related to the Company's seal must be in writing and have a specified time limit.

#### **Article 43. Person in charge of Corporate Governance**

1. The BOD shall appoint at least one (01) person as the Head of Administration and Company Secretary to support the effective conduct of company administration. The term of office of the Head of Administration shall be decided by the BOD, with a maximum of five (05) years. The BOD may dismiss the Person in Charge of Corporate Governance when necessary, provided that such dismissal does not violate applicable labor laws. The BOD may appoint an Assistant of the Person in Charge of Corporate Governance from time to time.

2. The Person in Charge of Corporate Governance is not allowed to simultaneously work for the independent auditing firm that is auditing the Company's financial statements;

3. The Person in Charge of Corporate Governance has the rights and obligations:

a) Advising the BOD on organizing the GMS in accordance with regulations and on related matters between the Company and shareholders;

b) Prepare for meetings of the BOD, Supervisory Board, and GMS as requested by the BOD or the Supervisory Board;

c) Providing advice on meeting procedures;

d) Attend meetings;

đ) Advising on procedures for drafting resolutions of the BOD in accordance with legal regulations;

e) Provide financial information, copies of BOD meeting minutes, and other information to members of the BOD and members of the Supervisory Board;

g) Monitor and report to the BOD on the Company's information disclosure activities;

h) To serve as the point of contact with relevant stakeholders;

i) Information security will be maintained in accordance with legal regulations and the company's charter.

k) Other rights and obligations as prescribed by law.

### **Chapter IX SUPERVISORY BOARD**

#### **Article 44. Nomination and candidacy of members of the Supervisory Board**

1. Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the Supervisory Board, similar to the nomination process for members of the BOD. The nomination and candidacy of Supervisory Board members shall be conducted in accordance with the provisions of Clauses 1 and 2 of Article 32 of this Charter.

2. If the number of candidates for the Supervisory Board nominated through election and candidacy is insufficient, the incumbent Supervisory Board may nominate additional



candidates or organize nominations according to the mechanisms prescribed in the Company's Charter and Internal Regulations on Governance. The incumbent Supervisory Board's nomination of additional candidates must be clearly announced before the GMS votes to elect members of the Supervisory Board in accordance with the law.

#### **Article 45. Members of the Supervisory Board**

1. The number of members of the Company's Supervisory Board is three (3) members. The term of the Company's Supervisory Board shall not exceed five (5) years and may be re-elected for an unlimited number of terms.

2. Members of the Supervisory Board must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises and the Company's Charter, and must not fall under the following cases:

- a) Working in the accounting and finance department of the Company;
- b) Being a member or employee of an independent auditing firm that audited the Company's financial statements for the three (03) consecutive years prior to that.

3. Members of the Company's Supervisory Board shall be relieved in the following cases:

- a) No longer meets the qualifications and conditions to be a member of the Company's Supervisory Board as prescribed in the Law on Enterprises;
- b) Not exercising its rights and obligations for six (06) consecutive months, except in cases of force majeure;
- c) A resignation letter has been submitted and accepted;
- d) Other cases as prescribed by law and this Charter.

5. Members of the Company's Supervisory Board shall be dismissed in the following cases:

- a ) Failure to complete assigned tasks or duties;
- b ) Serious or repeated violations of the duties of the Auditor as prescribed in the Law on Enterprises and the company's charter;
- c ) By decision of the GMS;
- d ) Other cases as prescribed by law and this Charter.

#### **Article 46. Rights and obligations of the Supervisory Board**

1. The Supervisory Board has the rights and obligations as prescribed in Article 170 of the Law on Enterprises, and the following rights and obligations :

a) Propose and recommend to the GMS to approve the list of accredited auditing firms to audit the Company's financial statements; decide on the accredited auditing firm to conduct the Company's operational inspection, and dismiss approved auditors when deemed necessary.

b) Be accountable to shareholders for their supervisory activities.

c) Monitoring the Company's financial situation and ensuring compliance with the law in the operations of the BOD members, the General Director, and other managers.

d) Ensure coordination of activities with the BOD, the General Director, and shareholders.

d) In the event of discovering any violation of the law or the Company's Charter by a member of the BOD, the General Director, or other executives of the Company, the Supervisory Board must notify the BOD in writing within 48 hours, requesting the person committing the violation to cease the violation and take measures to remedy the consequences.

e) Develop the operating regulations of the Supervisory Board and submit them to the GMS for approval.

g) Reporting to the GMS as prescribed in Article 290 of Government Decree No. 155/2020/ND-CP dated December 31, 2020; detailing the implementation of a number of articles of the Law on Securities.

h) Have the right to access the Company's records and documents kept at the head office, branches, and other locations; have the right to visit the workplaces of the Company's managers and employees during working hours.

i) Have the right to request the BOD, members of the BOD, the General Director, and other managers to provide complete, accurate, and timely information and documents regarding the management, operation, and business lines of the Company.

k) Other rights and obligations as prescribed by law.

2. Members of the BOD, the Chief Executive Officer, and other managerial personnel must provide all information and documents relating to the Company's operations upon request from the Supervisory Board. The Company Secretary must ensure that all copies of financial information, other information provided to members of the BOD, and copies of BOD meeting minutes are provided to members of the Supervisory Board at the same time they are provided to the BOD.

3. The Supervisory Board may issue regulations regarding its meetings and how it operates.

4. Salaries, remuneration, and other benefits of members of the Supervisory Board shall be paid according to the following regulations:

a) Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the GMS. The GMS decides on the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.

b) Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and the use of independent consulting services. The total amount of these remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the GMS, unless the GMS decides otherwise.

c) Salaries, remuneration, and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and relevant laws, and must be presented as a separate item in the Company's annual financial statements.

#### **Article 47. Meeting procedures of the Supervisory Board**

1. The Supervisory Board shall hold regular meetings at least four (04) times a year as proposed by the Head of the Supervisory Board and may hold extraordinary meetings to address unforeseen matters.

2. An extraordinary meeting of the Supervisory Board was convened at the request



of:

- a) Chairperson of the BOD;
- b) At least 2/3 of the members of the BOD;
- c) The head of the Supervisory Board or at least two members of the Supervisory Board;
- d) The CEO or at least five other managers.

3. Within 07 working days from the date of receiving a written request for an extraordinary meeting of the Supervisory Board from one of the entities mentioned in Clause 2 of this Article, the Head of the Supervisory Board must convene and conduct the meeting. If, after two consecutive requests, the Head of the Supervisory Board fails to convene a meeting, the members of the Supervisory Board shall hold a meeting to decide on the relieve or dismissal of the Head of the Board and elect another member of the Supervisory Board to serve as Head of the Board.

4. Announcement of the Supervisory Board meeting agenda:

Notices of the Supervisory Board meeting must be sent to the members of the Supervisory Board at least 03 working days before the meeting. The notice must be in writing, clearly stating the meeting agenda, time, and location, and must be accompanied by necessary documents regarding the issues to be discussed and voted on at the Supervisory Board meeting.

5. A Supervisory Board meeting is eligible to proceed when at least 2/3 of its members are present. Minutes of the Supervisory Board meeting must be detailed and clear. The person recording the minutes and all attending Supervisory Board members must sign the minutes. Minutes of Supervisory Board meetings must be retained to determine the responsibilities of each Supervisory Board member .

6. Voting:

a) Each member attending the Supervisory Board meeting has one vote. If a Supervisory Board member is unable to attend the meeting, they may authorize another Supervisory Board member in writing to exercise their voting rights on their behalf;

b) Members of the Supervisory Board who have vested interests in the matters decided by the Supervisory Board are not permitted to participate in voting on those matters and are not counted towards the number of delegates required to be present at the meeting. They are also not permitted to receive authorization from other members of the Supervisory Board to vote on those matters;

c) If doubts arise at the meeting concerning the interests of a Supervisory Board member or the voting rights of a Supervisory Board member, and such doubts are not voluntarily resolved by the Supervisory Board member by agreeing to waive their voting rights, then the doubts shall be referred to the Chairperson of the meeting. The Chairperson's decision shall be final and conclusive unless the nature and extent of the relevant interests of the Supervisory Board member are not yet known;

7. The Supervisory Board has the right to make decisions by holding meetings, by means of written documents signed by all members of the Supervisory Board, or by soliciting opinions via correspondence or fax.

8. Decisions of the Supervisory Board are made through consultation:

- a) With the written consent of a majority of the members of the Supervisory Board

entitled to vote on the matter submitted for consideration;

b) The number of Supervisory Board members entitled to participate in written voting must meet the required number of members for conducting a Supervisory Board meeting. The minutes of the Supervisory Board meeting must be fully recorded in the minutes book and approved by all attending members with the full signatures of each Supervisory Board member.

#### **Article 48. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among its members; the election, dismissal, and removal are based on a majority vote. The Head of the Supervisory Board must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business operations.

2. The Head of the Supervisory Board has the following rights and obligations:

a) Develop a program, activity plan, and assign responsibilities to the members of the Supervisory Board;

b) Prepare the agenda and content of documents for the Supervisory Board meeting, convene and chair the meeting;

c) Prepare and sign the Supervisory Board's report after consulting with the BOD, to be presented to the GMS;

d) Other rights and duties as prescribed by law and this Charter.

3. In the absence of the Head of the Supervisory Board, he/she may delegate authority to another member. If the Head of the Supervisory Board is unable to perform the assigned duties, the Supervisory Board may appoint a member to perform the duties of the Head of the Supervisory Board.

#### **Article 49. Rights and obligations of members of the Supervisory Board**

1. Members of the Supervisory Board have the right to access information related to the Company's business operations in accordance with the Law on Enterprises, relevant laws, and the Company's Charter. The BOD, the General Director, and other executives are responsible for providing complete and timely information as requested by members of the Supervisory Board.

2. Members of the Supervisory Board have the following obligations:

a) Strictly comply with the law, the Company's Charter, decisions of the GMS, and professional ethics in performing assigned tasks.

b) To perform assigned rights and duties honestly, carefully, and to the best of their ability in order to ensure the maximum legitimate interests of the Company and its shareholders.

c) Be loyal to the interests of the Company and its shareholders. Maintain absolute confidentiality regarding the Company's data, standards, technology, and financial matters. Do not use the Company's information, know-how, or business opportunities, or abuse your position, title, or assets for personal gain or to serve the interests of other organizations or individuals.

3. In the event of a violation of the obligations prescribed in Clauses 1 and 2 of this Article that causes damage to the Company or other parties, the members of the Supervisory Board shall be held personally or jointly liable for compensation for such



damage.

All income and other benefits that members of the Supervisory Board directly or indirectly obtain as a result of violating the obligations prescribed in this Article shall belong to the Company.

4. If a member of the Supervisory Board is found to have violated their obligations in exercising their assigned rights and duties, the BOD must notify the Supervisory Board in writing; require the person committing the violation to cease the violation and take measures to remedy the consequences.

## **Chapter X**

### **RESPONSIBILITIES OF BOD MEMBERS AND OTHER MEMBERS BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER MANAGEMENT STAFF**

#### **Article 50. Responsibility for Care**

Members of the BOD, members of the Supervisory Board, the General Director, and other management personnel are responsible for performing their duties, including those as members of subcommittees of the BOD, honestly and in the best interests of the Company.

#### **Article 51. Responsibility for Honesty and Avoidance of conflicts of interest**

1. Members of the BOD, members of the Supervisory Board, the General Director, and other managers must disclose their related interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the BOD, members of the Supervisory Board, the General Director, other managers, and their Related person may only use information obtained through their positions to serve the interests of the Company.

3. Members of the BOD, members of the Supervisory Board, the General Director, and other managers are obligated to notify the BOD and the Supervisory Board in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related person, as prescribed by law. For the aforementioned transactions approved by the GMS or the BOD, the Company must disclose information regarding these resolutions in accordance with the Law on Securities on information disclosure.

4. Members of the BOD are not permitted to vote on transactions that benefit that member or a related party, as prescribed in the Law on Enterprises and the company's charter.

5. Members of the BOD, members of the Supervisory Board, the General Director, other managers, and Related person of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the BOD, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:

a ) For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statement, the significant contents of the

contract or transaction, as well as the relationships and interests of the BOD members, Supervisory Board members, General Director, and other executives, have been reported to the BOD and approved by a majority vote of the Board members who have no vested interest;

b ) For transactions with a value exceeding 35% or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the significant details of such transactions, as well as the relationship and interests of the BOD members, Supervisory Board members, General Director, and other executives, have been disclosed to shareholders and approved by the GMS through a vote of shareholders without an vested interest.

#### **Article 52. Liability for damages and compensation**

1. Members of the BOD, members of the Supervisory Board, the General Director, and other management personnel who violate their duties and responsibilities of honesty and diligence, and fail to fulfill their obligations with conscientiousness and professional competence, shall be held responsible for any damages caused by their violations.

2. The Company shall compensate persons who have been, are, or may become parties involved in claims, lawsuits, or prosecutions (*including civil and administrative cases, and not cases in which the Company is the plaintiff*) if that person has been or is a member of the BOD, a manager, an employee, or an authorized representative of the Company, or if that person has acted or is acting at the request of the Company as a member of the BOD, a manager, an employee, or an authorized representative of the Company, provided that person acted honestly, carefully, and diligently in the best interests of the Company, in compliance with the law, and there is no evidence to confirm that that person has violated their responsibilities.

3. Compensation costs include incidental expenses (*including attorney fees* ), judgment costs, fines, and payments actually incurred or considered reasonable in resolving such cases within the framework of the law. The company may purchase insurance for those individuals to avoid the aforementioned compensation liabilities.

### **Chapter XI**

#### **RIGHT TO EXAMINE COMPANY RECORDS AND ACCOUNTING**

##### **Article 53. Right to access books and records**

1. Ordinary shareholders have the right to access the books and records, specifically as follows:

a) Ordinary shareholders have the right to review, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, search, extract, or copy the company's charter, minutes of the GMS, and resolutions of the GMS;

b) Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to review, search, and extract minutes and resolutions, decisions of the BOD, interim and annual financial statements, reports of the Supervisory Board, contracts, transactions requiring approval from the BOD, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. Members of the BOD, members of the Supervisory Board, the General Director,



and other management personnel have the right to inspect the Company's shareholder register, shareholder list, and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.

3. The Company must keep this Charter and any amendments to them, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions of the GMS and the BOD, minutes of the GMS and the BOD, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books and any other documents as prescribed by law at its head office or another location provided that the shareholders and the business registration authority are notified of the location where these documents are stored.

4. The Company's Charter must be published on the Company's website.

## **Chapter XII EMPLOYEES AND TRADE UNIONS**

### **Article 54. Employees and trade unions**

1. The General Director shall develop plans for the BOD to approve matters relating to recruitment, labor, dismissal, wages, social insurance, benefits, rewards and disciplinary actions for managers and employees, as well as the Company's relations with recognized trade unions in accordance with best management standards, practices and policies, the practices and policies prescribed in this Charter, the Company's regulations and applicable laws.

2. The BOD and the General Director of the Company shall create all conditions for employees to be informed, to participate in giving opinions, to decide and supervise matters related to their rights, interests, obligations, and responsibilities. They shall create conditions for the Company's political and socio-political organizations to operate in accordance with the law in exercising democratic rights for employees. They shall establish harmonious and stable labor relations, contributing to preventing and limiting labor disputes in the production and business process.

3. The BOD, the General Director, managers, and employees of the Company are obligated to properly implement labor contracts, collective labor agreements, comply with the Company's internal regulations and rules, and comply with current laws and regulations concerning the rights and obligations of managers and employees.

4. Employees have the right to participate in monitoring the implementation of regulations and policies related to their legitimate rights and obligations as prescribed by law and the Company's democratic regulations.

Workers have the right to join political organizations, socio-political organizations, and professional social organizations in accordance with the law.

5. The Company's Trade Union is organized and operates in accordance with the law. It is an organization representing and protecting the legitimate rights and interests of employees and the collective workforce. It is responsible for organizing employees to exercise their right to know, participate, inspect, supervise, and decide on matters directly related to them. The Chairperson of the Company's Trade Union, or a person authorized by the Company's Trade Union Executive Committee, is invited to attend the Shareholders' General Meeting and participates in discussions on issues related to the legitimate rights and interests of the collective workforce within the Company.

6. Annually, the BOD, the General Director of the Company, and the managers are

responsible for presiding over and coordinating with the Trade Union Executive Committee to organize the Company's Workers' Conference. The main content of the Workers' Conference is to discuss solutions for implementing the production and business plan targets approved by the GMS; to evaluate the implementation of the collective labor agreement, the Company's internal regulations and rules, and other issues related to the legitimate rights and interests of employees.

## **Chapter XIII PROFIT DISTRIBUTION**

### **Article 55. Profit Distribution**

1. The GMS decides on the dividend payout rate and the form of dividend payment annually from the Company's retained earnings.

2. The company does not pay interest on dividend payments or other payments related to a particular stock.

3. The BOD may propose to the GMS the approval of the payment of all or part of the dividend in shares, and the BOD is the body responsible for implementing this decision.

4. In cases where dividends or other payments related to a stock are paid in cash, the Company must make the payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company shall not be liable for the amount transferred to the beneficiary. Dividend payments for shares listed on the stock exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall pass a resolution specifying a particular date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.

6. Other issues related to profit distribution shall be handled in accordance with the law.

### **Article 56. Handling in cases of business losses.**

The handling of losses in business operations is governed by applicable laws and regulations.

## **Chapter XIV SUBSIDIARY MEMBER UNITS AND ITS SUBSIDIARY AND AFFILIATED COMPANIES**

### **Article 57. Subsidiary and Affiliated Companies**

The Company may establish subsidiaries, affiliated companies, and associated companies to achieve its operational objectives in accordance with the decisions of the BOD and within the limits permitted by law.

### **Article 58. Relationship between the Company and its Subsidiary accounting units**

The subsidiary accounting units of the Company implement the decentralized system



of production and business operations, accounting, and personnel organization of the Company as prescribed in the Regulations on Management and Organization of the Operation of Subsidiary Accounting Units, which are developed by the General Director and submitted to the BOD for approval. The Company is responsible for the financial obligations arising from the commitments of the subsidiary accounting units.

Subsidiary accounting units of the Company have the right to conduct business autonomously according to the Company's hierarchical structure, but are bound by obligations and rights to the Company. Subsidiary accounting units have their own seals as prescribed; they are authorized to sign economic contracts under the authorization of the Company's General Director, and they can independently carry out business and financial activities according to the Company's hierarchical structure. The powers and duties of the subsidiary accounting unit are specifically defined in its Organizational and Operational Regulations.

#### **Article 59. Rights and obligations of the Company with respect to its Subsidiaries**

1. The Company exercises the rights, obligations, and responsibilities of a shareholder or member, or controlling investor in the Subsidiary Company, in accordance with the law and the charter of that Company;

2. The Company directly manages its controlling shares and capital contributions in its Subsidiaries through its representatives who manage the Company's capital in the subsidiaries (*hereinafter referred to as the person directly managing the controlling capital contribution*);

3. The Company has the following main rights and obligations:

a) Appointing, dismissing, rewarding, disciplining, and approving allowances and benefits for representatives managing the Company's capital;

b) Require the representative managing the Company's capital contribution to submit periodic or ad hoc written reports on the financial situation, business results, and other issues of the Subsidiary Company;

c) Assign tasks and require representatives managing the Company's capital contributions to obtain written opinions on important issues before voting at Subsidiary Companies; report on the use of controlling shares and capital contributions to serve the Company's development direction and objectives;

d) Receive profits and bear the risks from their capital contributions in Subsidiary Companies;

e) Responsible for the effective use, preservation, and development of the capital contributed to the Subsidiaries;

#### **Article 60. Rights and obligations of the Company with respect to Affiliated Companies**

1. Affiliated Companies are established, organized, and operate in accordance with the laws corresponding to the legal form of that Company.

2. The Company appoints a representative to manage its capital contribution and exercise the rights and obligations of a shareholder, capital contributor, or joint venture partner in accordance with the Charter of the Affiliated Company, or to perform the duties, powers, and responsibilities under the affiliation contract.

#### **Article 61. Naming and Using of the Company's Name and Trademarks (TTR)**

The names of Subsidiary Companies may be consistent with the Company's name, reflecting the Company's industry and culture. The trade name must reflect the Company's trademarks in accordance with the unified regulations issued by the Company's BOD. This regulation is also reflected in transaction documents, envelopes, signage, and decorations at conferences.

Allowing Subsidiaries and Affiliated Companies to use the Company's trademark requires the approval of the Company's BOD and is based on a specific contract between the two parties.

**Article 62. Standards and conditions for representatives of the Company's capital contribution in Subsidiaries and Affiliated Companies.**

1. The representative of the Company's capital contribution must meet the following standards and conditions:

a) Be a Vietnamese citizen, residing in Vietnam, and have an employment contract with the Company;

b) Possess good moral character and good health to perform the duties;

c) Understanding the law and having a sense of compliance with the law;

d) Possess professional expertise in corporate finance or the core business area of the enterprise in which the Company has invested; possess business acumen and organizational and management skills. Individuals directly managing the Company's controlling stake in joint ventures with foreign partners must also have sufficient foreign language proficiency to work with foreign partners in the joint venture without the need for an interpreter;

d) Not being the father, mother, wife, husband, child, or sibling of the person who is the owner's representative, a member of the BOD, Board of Members, Chairperson of the Company, Director, or General Director of an enterprise with investment capital from the Company, and who is directly assigned to manage the contributed capital;

e) There is no relationship of contributing capital to establish a business, lending capital, or signing sales contracts with a business in which the Company has invested capital and in which the person is directly assigned to manage the contributed capital, except in the case of holding shares in a privatized enterprise.

2. Representatives running for election to the BOD, Board of Members, Chairperson of the Company, Director, or General Director of enterprises with investment capital from the Company, where they are directly assigned to manage the contributed capital, must meet the standards and conditions prescribed by law and the charter of that enterprise.

**Article 63. Rights, obligations, and benefits of the representative of the Company's capital contribution in Subsidiary and Affiliated Companies.**

1. The representative of the Company's capital contribution has the following rights and obligations:

a) Representing the Company in performing the duties and exercising the powers of a shareholder, capital contributor, or joint venture partner in a subsidiary or affiliated company. Responsible for using the rights of a controlling shareholder or capital contributor to guide the subsidiary in implementing the Company's strategy and objectives;

b) Participate in the election for positions in the management and executive bodies of



subsidiary and affiliated companies in accordance with the provisions of the Company's Charter and the Company's guidelines ;

c) Monitoring and supervising the business operations of Subsidiaries and Affiliated Companies;

d) Submit (*written*) reports to the BOD and the General Director on the effectiveness of the capital contribution;

đ) Seek (*written*) opinions from the BOD and the General Director, according to their respective levels of authority, before participating in voting at the GMS, at the BOD meeting, or at the BOD meeting of the Subsidiary Company regarding: business direction, strategy, and plan; amendments and additions to the Charter; increase or decrease in Charter Capital; dividend distribution; sale of assets of significant value;

e) Be responsible to the Company's BOD for the management of the contributed capital and the effective use of the contributed capital in the Company where the contributed capital is directly managed. In case of failure to comply with the reporting requirements, abuse of the right to represent the contributed capital, or irresponsibility causing damage to the Company and the owner's representative, the person shall be liable and compensate for damages in accordance with the law and the Company's financial regulations.

2. Individuals directly managing the Company's capital contributions are entitled to salaries, bonuses, remuneration, responsibility allowances, etc., in accordance with the decisions of the Company's BOD and the company's regulations on managing capital contributions.

## **Chapter XV BANK ACCOUNT FISCAL YEAR AND ACCOUNTING SYSTEM**

### **Article 64. Bank Accounts**

1. The Company opens accounts at Vietnamese banks or at foreign banks licensed to operate in Vietnam.

2. With prior approval from the competent authority, the Company may, if necessary, open bank accounts abroad in accordance with the provisions of the law.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

### **Article 65. Fiscal Year**

The Company's fiscal year begins on the first day of January each year and ends on the 31st day of December each year.

### **Article 66. Accounting System**

1. The accounting system used by the Company is either the enterprise accounting system or a specific accounting system issued and approved by a competent authority.

2. The Company shall maintain accounting records in Vietnamese and keep accounting records in accordance with accounting laws and related legislation. These records must be accurate, up-to-date, systematic, and sufficient to substantiate and explain the company's transactions.

3. The Company uses Vietnamese Dong as its accounting currency. If the Company's economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **Chapter XVI**

### **FINANCIAL STATEMENTS, ANNUAL REPORTS RESPONSIBILITY FOR DISCLOSURE**

#### **Article 67. Annual, semi-annual, and quarterly financial reports.**

1. The Company must prepare annual financial statements in accordance with the law and the regulations of the State Securities Commission, and these statements must be audited as prescribed in Article 69 of this Charter. Within 90 days from the end of each fiscal year, the Company must submit the annual financial statements approved by the GMS to the competent tax authority, the State Securities Commission, and the business registration authority.

2. Annual financial statements must include all reports, appendices, and explanatory notes as required by Law on Corporate Accounting. Annual financial statements must truthfully and objectively reflect the Company's operational situation.

3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the Law on Information Disclosure in the securities market and submit them to the competent State authority.

4. Audited financial statements (*including the auditor's opinion*), semi-annual and quarterly reports of the Company must be published on the Company's website.

5. Interested organizations and individuals have the right to examine or copy the audited annual financial statements, semi-annual reports, and quarterly reports during the Company's business hours, at the Company's head office, and must pay a reasonable fee for copying.

#### **Article 68. Annual Report**

The company must prepare and publish an Annual Report in accordance with the laws on securities and the securities market.

## **Chapter XVII**

### **COMPANY AUDITING**

#### **Article 69. Auditing**

1. The Annual GMS shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to select one of these firms to conduct the audit of the Company for the following fiscal year based on the terms and conditions agreed upon with the BOD. The Company must prepare and submit the annual financial statements to the independent auditing firm after the end of the fiscal year.

2. An independent auditing firm shall examine, verify, and report on the annual financial statements reflecting the Company's revenues and expenditures, prepare an audit report, and submit that report to the BOD within two (02) months from the end of the financial year.

3. A copy of the audit report is attached to the Company's annual financial statements.

4. Independent auditors conduct audits of the Company's financial statements.



Shareholders are entitled to attend General Meetings of Shareholders and receive notices and other information related to the General Meeting that shareholders are entitled to receive, and to express their opinions at the meeting on matters related to auditing.

#### **Article 70. Document Retention Regime**

1. The Company must retain the following documents :
  - Company's Charter; Internal Regulations on Governance; Shareholder register;
  - Business Registration Certificate; Business Registration change Certificate; other documents issued by competent authorities;
  - Documents and papers confirming the Company's ownership of assets;
  - Minutes of the GMS, BOD, and decisions that have been adopted;
  - Reports from the Supervisory Board, conclusions from the inspection agency, and conclusions from independent audit organizations;
  - Accounting books, accounting documents, annual financial reports;
  - Other documents as required by law.
2. The Company must keep the documents specified in Clause 1 of this Article at its head office. The retention period shall comply with the provisions of the law.

### **Chapter XVIII COMPANY'S SEAL**

#### **Article 71. Company's Seal**

1. The seal includes seals made at seal engraving establishments or seals in the form of digital signatures as prescribed by law on electronic transactions.
2. The BOD shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The BOD and the General Director shall use and manage the seal in accordance with current laws and regulations.

### **Chapter XIX TERMINATION OF OPERATIONS AND LIQUIDATIONS**

#### **Article 72. Termination of operations**

1. The Company may be dissolved in the following circumstances:
  - a) The Company's legal life, as stated in its charter, has expired without a decision to extend it.
  - b) According to resolutions and decisions of the GMS;
  - c) The Business Registration Certificate is revoked, except where the Law on Tax Administration provides otherwise;
  - d) Other cases as prescribed by law.
2. The premature dissolution of the Company (including any extended term) shall be decided by the GMS and implemented by the BOD. This dissolution decision must be notified to or approved by the competent authority (if required) as prescribed by law.

#### **Article 73. Reorganization and Bankruptcy of the Company**

1. Based on the requirements and actual operations of the Company, the GMS decides on the reorganization of the Company through the forms of division, merger, or transformation in accordance with the law.

2. When signs of bankruptcy appear, and the Company has applied necessary financial measures but still faces difficulties in overcoming its inability to pay its debts when due, the Company has entered a state of bankruptcy and must be handled according to the provisions of the Law on Enterprise Bankruptcy.

#### **Article 74. Extension of operation**

1. The BOD shall convene a GMS at least seven (07) months before the end of the legal life so that shareholders can vote on the extension of the Company's legal life as proposed by the BOD.

2. The legal life shall be extended when 65% or more of the total votes of shareholders with voting rights present in person or through authorized representatives at the GMS approve it.

#### **Article 75. Liquidation**

1. After the decision to dissolve the Company is made, the BOD must establish a Liquidation Committee consisting of three members. Two members are appointed by the GMS and one member is appointed by the BOD from an independent auditing firm. The Liquidation Committee will prepare its operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to the liquidation will be prioritized for payment by the Company before other debts of the Company.

2. The Asset Liquidation Board is responsible for reporting to the business registration authority the Establishment Date and the date of commencement of operations, along with the dissolution decision. From that point onwards, the Asset Liquidation Board will represent the Company in all matters related to the liquidation of the Company's assets before the Court and administrative agencies.

3. The proceeds from the liquidation will be paid out in the following order:

- a) Liquidation costs;
- b) Wage arrears, severance pay, social insurance, and other employee benefits as prescribed in collective bargaining agreements and signed employment contracts;
- c) Tax debt;
- d) Other liabilities of the Company;
- d) The remaining amount after all debts from items (a) to (d) above have been paid shall be distributed to the shareholders. Preferred shares shall be paid first.

### **Chapter XX RESOLVING INTERNAL DISPUTES**

#### **Article 76. Resolution of internal disputes**

1. In the event of a dispute or claim arising from the Company's operations or from the rights and obligations of shareholders as prescribed in the Company's Charter, the Law on Enterprises, other legal regulations, or agreements between :

- a) Shareholders and the Company;
- b) Shareholders, along with the BOD, Supervisory Board, General Director, or



senior management,

The parties involved attempt to resolve the dispute through negotiation and mediation. Except in cases involving the BOD or the Chairperson of the Board, the Chairperson of the Board presides over the dispute resolution process and requests each party to present information relevant to the dispute. within fifteen (15) working days from the date the dispute arises. In the event of a dispute relating to the BOD or the Chairperson of the BOD, either party may request or appoint an independent expert to act as arbitrator in the dispute resolution process.

2. If no conciliation agreement is reached within six (06) weeks from the start of the conciliation process or if the conciliation decision is not accepted by the parties, either party may submit the dispute to Arbitration or Court.

3. Each party shall bear its own costs related to the negotiation and mediation process. Payment of court costs shall be made according to the court's judgment.

#### **Chapter XXI**

### **SUPPLEMENTS AND AMENDMENTS TO THE STATUTES**

#### **Article 77. Amendments and Supplements to the Charter**

1. Any additions or amendments to this Charter must be considered and decided upon by the GMS.

2. In the event that there are legal provisions relating to the Company's operations not addressed in this Charter, or in the event that new legal provisions differ from the provisions in this Charter, those legal provisions shall automatically apply and govern the Company's operations.

#### **Chapter XXII**

### **EFFECTIVE DATE**

#### **Article 78. Effective Date**

1. This Charter, comprising 22 Chapters and 78 Articles, was approved by the Annual GMS of Thai Trung Rooling Joint Stock Company on June , 2026 and unanimously accepted the full validity of this Charter.

2 . The Charter is drawn up in 10 copies, all of which are equally valid and must be kept at the Company's head office.

3 . These bylaws are the sole and official document of the Company.

4. Copies or extracts of the Company's Charter are valid when signed by the Chairperson of the BOD or at least half of the total number of members of the BOD.

*Thai Nguyen, June, 2026*

**THAI TRUNG ROOLING JOINT STOCK COMPANY  
LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**

**Tran Tuan**



Thai Nguyen, June ... 2026

No: /NQ-DHDCD

DRAFT

**RESOLUTION**  
**Annual General Meeting of Shareholders 2026**  
**Thai Trung Rooling Joint Stock Company**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**THAI TRUNG ROOLING JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises 2020; Law on Securities 2019;*

*Pursuant to the amended and supplemented Charter of organization and operation of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the Internal Regulations on Corporate Governance of Thai Trung Rooling Joint Stock Company, amended and supplemented, approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the amended and supplemented Regulations on the operation of the Board of Directors of Thai Trung Rooling Joint Stock Company approved by the 2021 Annual General Meeting of Shareholders on June 24, 2021;*

*Pursuant to the minutes of the 2026 Annual General Meeting of Shareholders of Thai Trung Steel Corporation No. /BB-DHDCD dated June , 2026,*

**RESOLUTION:**

**Article 1.** Approval of content Report No. 13/BC-HDQT dated May 11, 2026 of the Board of Directors on activities in 2025; Directions and tasks in 2026; Approval of Submission No. 18/TTr-HDQT May 11, 2026 of the Board of Directors on the approval of the 2026 business production plan:

**1. Production and business results in 2025:**

No.	Indicators	Unit	Implement ation in 2024	Plan 2025	Implementa tion in 2025	Compare (%)	
						Implementa tion in 2024	Plan 2025
A	B	C	1	2	3	4=3/1	5=3/2
1	Industrial production value	Billion VND	1.546	1.501	1.751	113,26	116,66
2	Physical output	Ton	406.889	395.000	461.016	113,3	116,71
-	TISCO rolled steel	Ton	395.634	395.000	461.016	116,53	116,71
-	Other rolled steel	Ton	11.255				
3	Product consumption	Ton	406.889	395.000	461.016	113,3	116,71



No.	Indicators	Unit	Implement ation in 2024	Plan 2025	Implementa tion in 2025	Compare (%)	
						Implementa tion in 2024	Plan 2025
A	B	C	1	2	3	4=3/1	5=3/2
-	TISCO rolled steel	Ton	395.634	395.000	461.016	116,53	116,71
-	Other rolled steel	Ton	11.255				
4	Total revenue	Billion VND	5.338	5.095	5.969	111,82	117,15
5	Profit before tax	Billion VND	14,13	7,20	2,30	16,28	31,94
6	Profit after tax	Billion VND	11,23	5,69	2,30	20,48	40,42
7	Tax payment to the state budget	Billion VND	18,46	15	29,05	157,37	193,67
8	Average number of employees	People	250	255	249	99,60	97,65
9	Average salary (person/month)	Million Dong	11,02	10,57	11,74	106,53	111,07

## 2. Production and business plan for 2026, with the following main targets:

Industrial production value:	1.710	billion dong
- Production of rolled steel of all kinds:	450.000	ton
- Consumption output:	450.000	ton
- Total revenue:	5.805	billion dong
- Profit before tax:	8,29	billion dong
- Profit after tax:	8,26	billion dong
- Tax payment to the state budget:	16,00	billion dong
- Average number of employees:	255	People
- Average salary:	11,70	million VND/person - month

**Article 2.** Approving the content of Report No. 02/BC-BKS dated May 11, 2026 of the Board of Supervisors of Thai Trung Rooling Joint Stock Company on the activities of the Board of Supervisors in 2025; Operation plan for 2026.

**Article 3.** Approval of the content of Submission No. 17/TTr-HDQT dated May 11, 2026 of the Board of Directors on approving of the audited financial statements for the accounting period from January 1, 2025 to December 31, 2025; Distribution of profits and dividends for 2025; Plan for distribution of profits and dividends for 2026.

**Article 4.** Approval of the content of Submission No. 19/TTr-HDQT dated May 11, 2026 of the Board of Directors on signing contracts and transactions with Thai Nguyen Iron and Steel Joint Stock Company in 2026.

**Article 5.** Approval of the content of Submission No. 20/TTr-HDQT dated May 11, 2026 of the Board of Directors of the Company on the approval of the Report on salary and remuneration of members of the Board of Directors, Board of Supervisors, Board of General Directors and Chief Accountant of the Company in 2025; Plan for 2026 (*Appendix attached to this Resolution*).

**Article 6.** Approving the selection of AASC Auditing Company Limited as the auditing organization to audit the Company's 2026 financial statements at the proposal of the Board of Supervisors in Submission No. 03/TTr- BKS dated May 11, 2026.



**Article 7.** Approval of the dismissal of Mr. Hoang Danh Son from the Board of Directors of Thai Trung Rooling Joint Stock Company for the term 2023-2028.

**Article 8.** Approval of the election results of Mr. .... as a member of the Board of Directors of Thai Trung Rooling Joint Stock Company for the term 2023-2028 .

**Article 9.** The company's business lines have been changed as follows:

**1. Add the following business lines:**

No.	Name of the additional business lines	Business code	Main business lines (The main business line(s) shall be marked with "X")
1	Wholesale of metals and metal ores (Wholesale of steel, steel billets, and metal ores.)	4672	
2	Other remaining business support service activities not classified elsewhere (Import and export of goods the company trades in)	8299	

**2. Abandon the following business activities:**

No.	Name of the business lines to be removed from the registered list	Business code	Note
1	Wholesale of metals and metal ores (wholesale of steel, steel billets, and metal ores).	4662	The Business code does not match the code in the Vietnamese Economic Classification System.
2	Import and export of goods the company trades in.		The Business code does not match the Vietnamese Economic Classification System.

**Article 10.** Amendments and additions to the Charter on Organization and Operation of Thai Trung Rooling Joint Stock Company.

Amend Clause 1, Article 5 of the Charter on the organization and operation of Thai Trung Rooling Joint Stock Company.

The company's business lines and activities after revision are as follows:

No.	Name of the business line	Business code	Main business lines (The main business line(s) shall be marked with "X")
1	Iron, steel, and cast iron production (steel production)	2410	X
2	Wholesale of metals and metal ores (Wholesale of iron and steel, steel billets, and metal ores )	4672	
3	Road freight transport	4933	
4	Wholesale of machinery, equipment and other machine parts (Wholesale of machinery, equipment, and spare parts for steel production)	4659	



5	Other remaining business support service activities not classified elsewhere ( <i>Import and export of goods the company trades in</i> )	8299	
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**Article 11. Organization of implementation.**

1. The 2026 Annual General Meeting of Shareholders assigns the Board of Directors, the Board of General Directors of the Company to be responsible for directing and organizing the implementation of the Resolution of the 2026 Annual General Meeting of Shareholders in accordance with the law and the Company's Charter.

2. Assign the Board of Supervisors the responsibility of supervising and inspecting the activities of the Board of Directors, the General Director of the Company in implementing the Resolution of the General Meeting, ensuring compliance with the law and the Company's Charter.

**Article 12.** This Resolution was fully approved by the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company at the meeting hall and takes effect from June , 2026./.

***Recipient:***

- Hanoi Stock Exchange;
- Shareholders; Board of Directors; Board of Supervisors;
- Executive Board;
- [www.ttr.com.vn](http://www.ttr.com.vn);
- Save: Office, Company Secretary.

**O/B. ANNUAL GENERAL MEETING OF  
SHAREHOLDERS 2026  
CHAIRMAN**

**Hoang Danh Son**

**Appendix**  
**SALARY AND REMUNERATION PLAN OF THE BOARD OF DIRECTORS,  
BOARD OF SUPERVISORS, GENERAL DIRECTOR AND CHIEF ACCOUNTANT  
OF THE COMPANY IN 2026**

*(Attached to Resolution No. /NQ-DHDCD dated June , 2026 of the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company)*

No.	Position	Number of people	Salary/remuneration (million VND/person/month)	Total salary, remuneration (million VND/year)	Note
<b>A</b>	<b>Salary</b>				
1	Member of Board of Directors - General Director	1	22	264	
2	Member of Board of Directors - Deputy General Director	2	19	456	
3	Chief Accountant	1	18	216	
4	Executive Head of Board of Supervisors	1	17	204	
	<b>Total A</b>			<b>1.140</b>	
<b>B</b>	<b>Remuneration</b>				
1	Non-executive Chairman of the Board of Directors	1	4,5	54	
2	Non-executive Board of Supervisors	2	1,5	36	
	<b>Total B</b>			<b>90</b>	
	<b>Total (A+B)</b>			<b>1.230</b>	

2. The above salary includes holiday and leave pay according to current regulations. For managers participating in the Board of Directors, General Director, Deputy General Director, and Board of Supervisors who work directly, the Company pays monthly salary according to the above specialized management position, without monthly remuneration for concurrent positions.

In the case of a manager holding multiple roles and receiving a specialized professional salary, they will be entitled to remuneration as per the regulations.

3. In addition to the above monthly salary and remuneration, you will also receive salary for holidays, Tet, cost savings and C2 according to the Company's decision.

Respectfully submit to the General Meeting of Shareholders for approval./.

**O/B. BOARD OF DIRECTORS  
CHAIRMAN**

**Recipients:**

- As above;
- BOD's members; BOS;
- Shareholders;
- [www.ttr.com.vn](http://www.ttr.com.vn) ;
- Save: Office; Company Secretary.

**Hoang Danh Son**



Thai Nguyen, date ..... month ..... year 2026

**WRITTEN VOTING BALLOT**  
**On the content of the Reports and Submissions to the 2026 Annual General**  
**Meeting of Shareholders**  
**Thai Trung Rooling Joint Stock Company**

To: Organizing Committee of the Annual General Meeting of Shareholders 2026  
Thai Trung Rooling Joint Stock Company,

Full name of shareholder: .....

Address: .....

ID card/Citizen ID card/Passport number ..... issued on ..... / ..... / .....

Place of issue: .....

Currently owns: ..... shares of Thai Trung Rooling Joint Stock Company.

Due to the condition ....., I cannot attend and vote on the contents, reports, and submissions at the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company in person. Now, I would like to vote in writing on the contents, reports, and submissions of the Board of Directors to the 2026 Annual General Meeting of Shareholders as follows:

No.	VOTING CONTENTS	VOTING OPINION		
		Approve	Disapprove	No opinion
1.	Approving the Agenda and Rules of the Meeting			
2.	Approving the composition of the Meeting Presidium.			
3.	Approving the composition of the Meeting Secretariat.			
4.	Approving the composition of the Meeting's Vote Counting Committee.			
5.	Report No. 13/BC-HDQT dated May 11, 2026 of the Board of Directors on activities in 2025; Directions and tasks in 2026			
6.	Report No. 02/BC-BKS dated May 11, 2026 of the Board of Supervisors of Thai Trung Rooling Joint Stock Company on the activities of the Board of Supervisors in 2025; Operation plan for 2026			
7.	Submission No. 17/TTr-HDQT dated May 11, 2026 of the Board of Directors on approving of the audited financial statements for the accounting period from January 1, 2025 to December 31, 2025; Distribution of profits and dividends for 2025; Plan for distribution of profits and dividends for 2026.			
8.	Submission No. 14/TTr-HDQT dated May 11, 2026 of the Board of Directors on the dismissal of a member of the Board of Directors for the 2023–2028 term			



No.	VOTING CONTENTS	VOTING OPINION		
		Approve	Disapprove	No opinion
9.	Submission of the Board of Directors on the adoption of the Regulation on the election of additional member(s) of the Board of Directors for the 2023–2028 term			
10.	Submission No. 16/TTr-HDQT dated May 11, 2026 of the Board of Directors on the election of additional member(s) of the Board of Directors for the 2023–2028 term			
11.	Submission No. 18/TTr-HDQT dated May 11, 2026 of the Board of Directors on the approval of the 2026 business production plan			
12.	Submission No. 19/TTr-HDQT dated May 11, 2026 of the Board of Directors on the policy of signing contracts and transactions with Thai Nguyen Iron and Steel Joint Stock Company in 2026.			
13.	Submission No. 20/TTr-HDQT dated May 11, 2026 of the Board of Directors of the Company on the report on salary and remuneration for members of the Board of Directors, Board of Supervisors, Board of General Directors and Chief Accountant of the Company in 2025; Plan for 2026.			
14.	Submission No. 03/TTr-BKS dated May 11, 2026 of the Company's Board of Supervisors on the selection of an auditing company to audit and review the Company's 2026 financial statements.			
15.	Submission No. 21/TTr-HDQT dated May 11, 2026 of the Board of Directors on the amendment of business lines and the revision of the Company's Charter.			
16.	Approval of the draft Resolution of the Meeting			

**Note:**

- Mark an X or the number of votes in the box corresponding to the voting opinion;
- The ballot must be sent to the Organizing Committee of the 2026 Annual General Meeting of Shareholders of Thai Trung Rooling Joint Stock Company before June 08, 2026.

**VOTER**

(Sign and full name)